FINAL DRAFT

REMEDIAL INVESTIGATION ADDENDUM:

SUPPLEMENTAL PRELIMINARY ASSESSMENT OF THE WILLAMETTE COVE UPLAND FACILITY PORTLAND, OREGON

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TABLE OF CONTENTS

TABLE OF CONTENTS (CONTINUED)

TABLE OF CONTENTS (CONTINUED)

TABLES

FIGURES

APPENDICES

EXECUTIVE SUMMARY

The Port of Portland has completed this Supplemental Preliminary Assessment as an addendum to the March 2003 Remedial Investigation (RI) Report prepared by Hart Crowser, Inc. for the Willamette Cove Upland Facility owned by Metro (the "Facility"). The Facility, its location and its historical features are depicted in **Figures 1** through **3**.

The purpose of this Supplemental Preliminary Assessment is threefold: 1) to provide accurate Facility history and potentially responsible party (PRP) information to support the RI methodology; 2) to clarify, complete and in part correct some of the information in the original November 2000 Existing Date and Site History Report; and 3) to identify the responsible parties associated with the contaminated areas of the Facility.

The Willamette Cove Upland Facility is approximately 24 acres in area and is bound to the north and northeast by a Union Pacific Railroad (UPRR) right-of-way; to the east and southeast by the Burlington Northern Santa Fe (BNSF) Railroad Bridge; and to the south and west by the lower Willamette River. The McCormick & Baxter Superfund Site contamination facility intrudes upon and passes through the southeast tip of the Facility into the embayment known as Willamette Cove by virtue of historical and ongoing soil and groundwater contamination seeps. For purposes of the RI, the Willamette Cove Upland Facility is divided into three separate collections of parcels, the West, Central and East parcels, respectively.

Three distinct phases of Facility development can generally be identified: 1901-1953; 1954-1979; and 1980-Present.

West Parcel

The West Parcel was developed in 1901 with a plywood mill. Portland Manufacturing Company and its affiliates owned and operated the property from 1901 to 1963. At that time, the West Parcel was sold to Portland Lumber Mills, who operated an immediately adjacent lumber mill. Portland Lumber Mills merged with Brand-S Lumber in 1966. Consequently, Brand-S Lumber owned the West Parcel from 1963 until 1979, when it was sold to the Portland Development Commission (PDC).

Central Parcels

The Central Parcels were initially developed in 1903 with the Port of Portland's St. Johns Dry Docks. The parcels were developed with shops and ancillary structures and the dry docks were located in the adjacent water. Ship repair and related ship maintenance activities were conducted at the dry docks by independent contractors working for the vessel owners. The Port raised and lowered the dry dock structures. During World War I

and World War II, the dry docks were operated for shipbuilding and repair of military ships under the direction of the Federal Government.

Beginning in the late 1940s, the operation of the dry docks ceased to be economically sustainable. The westernmost parcel of the Central Parcels was sold to Portland Manufacturing Company in 1950 for their plywood milling operations on the West Parcel. Although the Korean War created a short spike in activities at the dry docks between 1951 and 1953, military contracts tapered off. The Port moved its dry dock operations to Swan Island and closed operation at Willamette Cove.

The remainder of the Central Parcel was sold to Harold Scritsmier in 1953. Scritsmier redeveloped the Central Parcel with a sawmill. The Scritsmier Company operated the sawmill on the property in the late 1950s and early 1960s. City records reflect that other entities may have occupied the Central Parcel between the mid-1960s and 1970s, including Western Homes. It is unclear, however, what type of activities these entities conducted. The three tax lots comprising the Central Parcel were separately sold to PDC in 1978, 1979, and 1980.

East Parcel

The East Parcel was initially purchased in 1907 by Western Cooperage Company for the development of a general cooperage plant for manufacturing staves, barrels, kegs, lumber, shingles, and other timber products. In developing the East Parcel, Western Cooperage had its low-lying lands filled with dredged material. The plant was in operation by 1915. By 1923 the plant had achieved about 90 percent of full build-out. The cooperage manufactured barrels until the 1950s, when declining demand led to a focus on plywood production. Plywood profits were apparently not enough to offset losses from barrel manufacturing and the plant closed in 1955. The East Parcel was eventually sold to Western Associates in 1957, who may have leased the parcel to others. Most of the former plant was used by other businesses, including Flakewood, Inc., who operated a plywood mill on-site until 1967. The East Parcel was sold to West Coast Orient Company in 1975, and subsequently to West Coast Lumber Operations. PDC acquired the East Parcel in 1980.

PDC Ownership

PDC consolidated the West, Central, and East parcels that it had acquired between 1978 and 1980 into the land area that is currently the Facility undergoing remedial investigation. PDC acquired the Facility with a view to redeveloping it using federal grants into a housing development with urban amenities. After the grants did not materialize, PDC made several attempts to redevelop the Facility, most significantly in

1988-89 with a communications park that would house movie studios and offer the City much needed green space. Eventually, PDC decided to sell the Facility outright.

TPL and Metro Ownership

In 1996, the Facility was purchased by the Trust for Public Land (a California non-profit organization) and simultaneously conveyed to Metro, the current owner). Metro plans to improve the Facility with a greenway for use as a public park.

Identification of Potentially Responsible Parties

A summary of the potentially responsible parties (PRPs) identified by the Port for the Facility in this Supplemental Preliminary Assessment is included in **Table 1**. The summary presents a preliminary evaluation of each PRP's connection to contamination at the Facility. While some of the potentially responsible parties are still viable, the PRP evaluation has identified numerous orphan PRPs who are defunct, insolvent, bankrupt or dead. Many of the parties that formerly contracted with shipping companies to perform work at the St. Johns Dry Docks or that conducted wood products businesses on the various parcels in Willamette Cove are no longer extant. A significant group of PRPs at Willamette Cove are the federal agencies and military contractors that controlled or operated at the dry-docks around the Second World War and the Korean War.

1.0 INTRODUCTION

1.1 Background

In June 2000, the Port of Portland and Metro entered into a Voluntary Cleanup Program Agreement (Agreement No. EC-NWR-00-26) with the Oregon Department of Environmental Quality (DEQ) for remedial investigation and upland source control measures for the Willamette Cove Upland Facility owned by Metro (the "Facility" or "Willamette Cove"). In December 2000, a 5.7-mile reach of the lower Willamette River was placed on the National Priorities List (NPL) as the Portland Harbor Superfund Site. Adjacent to and extending through the Facility is the contamination facility associated with the McCormick & Baxter Superfund Site. As the lead agency for investigation and cleanup of upland facilities potentially sources of contamination to the sediments of the Superfund Site, DEQ views the Willamette Cove Upland Facility a potential source of contamination to the Portland Harbor site.

1.2 Purpose

The purpose of this Supplemental Preliminary Assessment is threefold: 1) to provide accurate Facility history and potentially responsible party (PRP) information to support the RI methodology; 2) to clarify, complete, and in part correct some of the information in the original November 2000 Existing Date and Site History Report (the "Initial Preliminary Assessment"); and 3) to identify the responsible parties associated with the contaminated areas of the Facility.

1.3 Report Organization

The report sections are divided chronologically into rough phases of development for the Facility by parcels to ease discussion. There follows a discussion of adjacent and surrounding properties, with specific regard to potential Facility impacts from historical activities.

Table 3 charts the history of ownership of the Facility. **Tables 4** and **5** detail the history of occupancy of the Facility. **Table 6** summarizes the chronology and timeline for the Facility. This information may be updated or modified periodically as better factual information is made available. Figures and appendices are ordered as presented in the text.

Photographs relied on in this Supplemental Preliminary Assessment are contained in **Appendix A** and **D**, respectively.

1.4 Discussion

1.4.1 Research Methodology

This Supplemental Preliminary Assessment is based upon extensive research into publicly-available historical records from governmental sources including: the City of Portland, the Port of Portland, the Portland Development Commission, DEQ, the Army Corps of Engineers and other federal agencies. It builds upon the materials assembled by the time of submission of the November 2000 Existing Data and Site History Report (the Initial Preliminary Assessment). Unless otherwise noted, copies of referenced source materials can be found in the Initial Preliminary Assessment. To the extent of any factual inconsistency between the Initial Preliminary Assessment and this Supplemental Preliminary Assessment, this document should be relied on. This document will be supplemented in future to the extent additional critical site history information surfaces.

2.0 FACILITY DESCRIPTION

2.1 Facility Location, Description and Area Properties

The Willamette Cove Upland Facility is located between River Miles 6 and 7 on the northeast side of the lower Willamette River, as depicted in **Figure 1.** A Facility plan depicting current facility features as well as adjacent properties is included as Figure 2. A Facility plan overlaying significant historical features is included as **Figure 3.** For ease of discussion in this assessment, the Willamette Cove Upland Facility is divided into three collections of parcels based on historical industrial uses:

- *West Parcel:* Multnomah County Tax Lot 41;
- *Central Parcel:* Multnomah County Tax Lots 39, 99, and 124; and
- *East Parcel:* Multnomah County Tax Lot 45.

In 1950, however, the property comprising Tax Lots 99 and 124 were purchased and became part of the industrial activities on the West Parcel. The approximate individual land acreage associated with each Tax Lot is:

Tax Lot	Tax Lot Identification Number	Acreage
39	1N1W12 00300	8.9
41	1N1W12DB 05400	5.0
45	1N1W12 00200	8.3
99	1N1W12DB 02300	0.7
124	1N1W12DB 02200	1.4

These parcels and Tax Lots are depicted in **Figure 3.**

The Facility is bordered on the northeast by a Union Pacific Railroad (UPRR) right-of-way. Located adjacent to the southeast of the facility is an embankment for the railroad bridge that traverses the Willamette River (for Burlington Northern Santa Fe Railroad (BNSF)). On the opposite side of this embankment is the McCormick & Baxter Creosoting Company Superfund Site, a federal NPL site that is currently undergoing remediation by EPA and DEQ (ECSI Site No. 74). The McCormick & Baxter contamination facility intrudes upon and passes through the southeast tip of the Facility into the embayment known as Willamette Cove by virtue of historical and current soil and groundwater contamination seeps. Bordering the northwest of the facility is a vacated portion of N. Richmond Avenue, which serves as a storage area for Lampros Steel. A contamination facility including the area of Lampros Steel's operations is undergoing a DEQ-supervised investigation as the Crawford Street Corporation Site, ECSI Site No. 2363. The southwest perimeter of the Facility is the ordinary low water

line of the lower Willamette River at Willamette Cove, an embayment created as a result of the embankment created for the BNSF railroad bridge.

2.2 Facility Drainage

A City of Portland combined sewer system drains into Willamette Cove through combined sewer overflow (CSO) Outfall 49 at Tax Lot 99. According to City of Portland records, CSO 49 was installed in 1945, is approximately 15 inches in diameter, and drains most of the residential area on the bluff above the Central Parcel. City plans reflect that CSO 49 originally extended into the river with a creosote-treated wooden pipe. The City reportedly separated the neighborhood sewers in 1997, and today CSO 49 discharges substantially more stormwater.

In 2000, the City also mapped two private outfalls at the Willamette Cove Upland Facility, one in Tax Lot 41 of the West Parcel (WP-189) and the other in Tax Lot 124 of the Central Parcel (WP-190) (City, 2000). These outfalls and their associated systems are no longer observable at the Facility. Historically, stormwater runoff would have been directed to the river. A prior investigation conducted by EMCON for Grayco Resources, an entity interested in buying the property, found that a geophysical survey of the Facility identified sumps with drainage connections to the riverbank. The site investigations conducted by Hart Crowser did not reveal any evidence of such sumps or appurtenances (Hart Crowser, 2000).

3.0 PRE-DEVELOPMENT OF THE FACILITY PRIOR TO 1901

The modern facility consists of a substantially altered floodplain (AINW, 2003). An 1852 map depicts a group of small ponds in the northeastern portion of the bluff. Surveyors' field notes from that time describe the ponds as "Willow Slough", a shallow, muddy area (B. Ives, 1851; W. Ives, 1851). An 1855 map depicts the West Parcel as submerged, and an 1888 map depicts the floodplain as occupied by marsh or wet prairie (AINW, 2003).

Sometime between 1888 and 1895, a dike was constructed along the harbor line paralleling the shoreline along the Willamette Cove Upland Facility. This St. Johns Dike barrier extended from approximately RM 6.7 to approximately RM 7.5, paralleling much of the present Facility. The U.S. Army Corps of Engineers may have built this structure as part of maintenance of the lower Willamette River's navigation channel. The presence of the dike acted to accelerate shoaling between the dike and the mainland, facilitating filling of the upland and likely contributing to shaping the current shoreline (AINW, 2003).

The earliest and only pre-1901 structural development identified at the Facility was a house that was part of the William Caples Homestead and was located at the westernmost portion of the West Parcel (near the current intersection of the UPRR line and N. Richmond Avenue).

Ownership of the Central and West Parcels was by private persons prior to 1901. Ownership of the East Parcel was in Western Timber Company. Occupancy of the Facility prior to 1901 has not been established; it is presumed the Facility was generally vacant until the initial development of the West Parcel in 1901.

4.0 FACILITY DEVELOPMENT 1901 - 1953

4.1 West Parcel

Various businesses conducted plywood manufacturing related businesses on the West Parcel from 1901 to 1953, when Portland Manufacturing Company expanded the business to incorporate several parcels of the Central Parcels.

4.1.1 Portland Manufacturing Company's Development of the Plywood Mill

After 1901, the West Parcel was redeveloped when the Portland Manufacturing Company (PMC) was formed by Gustav A. Carlson, F.S. Doernbecher, and M.L. Holbrook. PMC produced wood products including baskets, crates, wood drums, and excelsior (wood shavings for packing). Historical maps indicate the early plant was relatively small, consisting of several buildings. In 1902, Oregon Railway & Navigation Company (OW&N Company, a UPRR predecessor) laid tracks adjacent to and along the northeast side of the West Parcel (City, 2000), providing PMC with rail service for import and export of wood products.

A 1967 monograph by the Plywood Pioneers Association states PMC produced the first plywood on the West Coast. In 1905, several plywood panels were produced for the World's Fair, part of an exhibit celebrating the Lewis and Clark Expedition Centennial. The panels were covered with a fir veneer, adhered to the panels using animal-based glue heated over coal, and pressed between timbers fixed to house jacks. PMC's display at the fair resulted in numerous orders from manufacturers interested in using the product for doors, trunk stock, and drawer bottoms. The monograph includes a 1905 photograph depicting the early construction of the plant.

A 1906 map reflects that at that time PMC's plant consisted of several buildings and a dock.

4.1.2 PMC's Redevelopment of its Plywood Mill

After burning down and being mostly destroyed in February 1910, the PMC plant was completely rebuilt and able to resume production with upgraded equipment and improved techniques. The plant was given a larger building than initially developed, which, given the narrow shape of the West Parcel, occupied a greater portion of the upland area and extended over the water, being partially constructed on piles. With upgraded techniques, the new plant switched from animal-based glues to vegetable-based products. The advent of steaming logs led to improved quality veneer, and mechanical drying processes replaced outdated,

ineffective kilns. Automated and hydraulic tools became standard equipment, improving efficiency and enabling the plant to continue to thrive.

A 1912 Port *Location of Wharves* map reflects the West Parcel was occupied by "Veneer Works" and was comprised of several buildings in its central portion and along N. Richmond Avenue. A 1919 Port *Survey of the Portland Harbor* depicted PMC's plant with 12 buildings, one of which extended out to the Harbor Line next to the main channel of river (Port, June 1919).

By 1921, PMC's plant had about 16 buildings (approximately 75 percent of full build-out compared to a 1939 aerial photograph) (Port, March 1921). The 1924 Sanborn Fire Insurance map reflects PMC's plant still produced their original product lines as well as plywood, utilizing structures for open-air veneer drying sheds, mill refuse, fuel bin storage, crate storage, veneer drying, and a panel factory and glue room. The plant was heated by burning mill refuse (sawdust, wood chips). The glue pots were heated by steam. Glue and excelsior were stored on an adjacent property in buildings northeast of the adjacent railway, and glue mixing occurred in a building along the southeast side of N. Richmond Avenue. See **Figure 3**.

4.1.3 PMC Joint Ventures with Plylock Corporation, Division of M and M Woodworking Co.

In October 1930, PMC merged with Tacoma Veneer to form the Oregon-Washington Plywood Company. The venture failed in October 1931, and the property reverted to PMC. In 1932, PMC negotiated a lease with M and M Woodworking Company to operate the plant on a profit-sharing basis. The plant then became known as the Plylock facility of the Plylock Corporation, Division of M and M Woodworking Company.

A 1932 Sanborn Fire Insurance map reflects the plant had expanded, occupying several buildings on the northwest side of Richmond Avenue. Subsequent City directories list the address of the plant as 6507 N. Richmond Avenue, corresponding to an office located on the northwest side of N. Richmond Avenue (a location adjacent to the present Facility).

Aerial photographs for 1936, 1939, and 1948 all depict the PMC/Plylock plant at full build-out, with the westernmost portion of the West Parcel completely covered by the main building and an adjacent log pond. An in-water log pond was adjacent to the southern portion of the West Parcel. The adjacent foot of N. Richmond Avenue extended to the shoreline of the river.

The 1950 Sanborn Fire Insurance map reflects veneer cutting operations had been moved to the southeast part of the plant, with the construction of a mill building along the riverbank. Hot press machines had been added in the central portion of the plant and glue storage had been expanded within the buildings northeast of the adjacent railway.

A 1952 Ackroyd aerial depicts the PMC/Plylock plant at full build-out occupying nearly the entire West Parcel, with several structures extending over water. An in-water log pond was located adjacent to the southern portion of the parcel. Aerials also depict ambient emissions originating from three smokestacks in the central portion of the parcel, corresponding with the structure used for combusting mill refuse. See **Appendix A**.

City Bureau of Fire tank installation application records for the facility indicate that two Gasboy 1,000-gallon gasoline/motor fuel tanks were installed at the PMC/Plylock plant 1952. There are no records of any closure by either PMC or Plylock (Hart Crowser, 2000).

4.2 Central Parcels

4.2.1 Initial Development of the St. Johns Dry Docks

Due to the need for ship repair dry dock facilities for commercial shipbuilders and repairers in Portland Harbor, the Port of Portland Commission approved the construction of such facilities on November 11, 1901 (Port, 1901). Subsequent plans called for the construction of a "two-winged, sectional floating wooden dry dock of 400 feet over the pontoons, with a lifting capacity of 10,000 tons" (Port, 1901). The following year, the Port awarded contracts for the dry dock hull and associated equipment to Robert Wakefield and Columbia Engineering Works, respectively.

The Port acquired the Central Parcel in two phases. The first consisted of approximately 1,400 feet of frontage (Tax Lots 99, 124, and a portion of 39) purchased from Hartman, Thompson & Powers in May 1903. An approximately 500-foot frontage known as the Brazee Tract (the remaining portion of Tax Lot 39) was purchased from Andy Anderson and others in October 1903. Also in September 1903, Robert Wakefield requested a four-month extension on building and delivery of the sectional dry dock) (Port, September 10, 1903). Wakefield completed construction on the dry dock on the Facility in May 1904. Regular operations at the St. Johns Dry Dock commenced with the successful conclusion of a ship test in 1904.

The new dry dock (Dry Dock No. 1) was 82 feet wide and 468 feet long, opened to the west, had a 10,000-ton lifting capacity, and was situated approximately 200 feet from the riverbank adjacent to the Willamette Cove Upland Facility (Port, August 4, 1908, and March 1934). Two wharves along the dry dock extended westward about 280 and 740 feet from the dry dock (Port, August 4, 1908). Shore access to the dry dock was on a 22-foot-wide pier. At that time, the only upland feature was a power house on the hillside north of the UPRR tracks (Port, August 4, 1908, and January 1915). The power house had an approximately 5,000-gallon steel aboveground storage tank (AST) for the storage of oil (Sanborn, 1924).

4.2.2 Dry Dock Operations

The St. Johns Dry Dock was a 'common user' facility, reputedly the only one of its kind in the United States. The Port had the responsibility of operating the dry docks, to the extent of lifting and re-floating vessels. The Port, however, did not engage in vessel repair. Oregon law forbade the Port to conduct repair activities, and specified that "dry docks shall be kept open to all ship repairers and mechanics on equal terms" (Port, 1934). Attempts to supplant Port operation with a lease arrangement were invariably opposed by other repair contractors. The dry dock remained a "common user" facility.

Dry dock contractors were allowed to request additions to the dry dock's auxiliary plant. Willamette Iron & Steel Company (WISCO) did so in 1907, noting the "lack of facilities for repair work, the need for a compressed air plant and a crane or derrick were especially urgent" (Port, March 14, 1907). Pursuant to WISCO's request, the appliances were installed by the Port shortly thereafter. Machine tools were subsequent additions to the dry dock auxiliary plant, and were put to use by the Port, for use in repairing its own equipment (dredging plant), and by the various ship repair contractors. Provision of a repair facility and attendant equipment was due to "the lack of sufficient business to make a large dry dock a paying commercial venture" (Port, 1920).

Initially, access to the dry dock was limited, and could only be approached from the Willamette River or from the OWR&N railroad tracks. In 1914, the City of St. Johns sought Port participation in "construction of a roadway from Polk Street to the OWR&N right-of-way" (Port, June 11, 1914). The Port was amenable to this suggestion, provided that the City of St. Johns would extend the connection south of the OWR& N line to the dry dock facility property boundary. An agreement with OWR&N was subsequently reached regarding the crossing of their rail line, and the roadway was established in conjunction with the establishment of a mooring basin on the northern end of the dry dock. Material excavated for the basin was used to build the road way extension.

After ten years of operation, several dry dock maintenance needs became apparent. The wing extensions of the dry dock pontoons were worn and sheathing was recommended. Pontoon No. 1 sank during a docking, which indicated a need for extensive repairs; and the dry dock berth required dredging. The necessary repairs were undertaken, and the Port's General Manager was "authorized to proceed with the placing of piling for a bulkhead behind the dry dock to hold the material to be excavated from the dry dock berth" (Port, August 10, 1916).

4.2.3 World War I Operations

World War I brought increased shipbuilding activity to Portland. To coordinate the effort nationwide, the Emergency Fleet Corporation was created. In support of their effort, the Port Commission passed a resolution, on November 6, 1917, to provide free towing and docking "in connection with the installation of the propelling machinery of vessels of the Emergency Fleet Corporation" (Port, November 6, 1917). This arrangement was later modified to limit the vessels included under the resolution (Port, August 15, 1918).

In addition to shipbuilding promoted by the Emergency Fleet Corporation, another body was organized for the promotion of the American merchant fleet. The U.S. Shipping Board, created in 1916 and organizationally operative in 1917, sponsored the building of cargo ships, "commandeered more than 2 million tons of shipping from private yards and owners, and operated the German ships seized by the U.S. Government when it declared war on Germany in 1917" (http://flagspot.net/flags/us_ussb.html, on file with the Port).

Also during the summer of 1918, the Emergency Fleet Corporation pressed the Port to consider building a second dry dock, promising a government loan to further the work. The cessation of hostilities on November 11, 1918, obviated the immediate need for another dry dock, but planning for an addition to the facility continued, culminating in a Port of Portland-City of Portland Commission of Public Docks (City CPD) partnership in 1920. The Port would operate the new dry dock, which would be built with funds obtained from the City CPD (Port, 1920). The dock was subsequently constructed and positioned adjacent to Dry Dock No. 1 late in 1921. The new dry dock (No. 2) was 94 feet wide by 492 feet long, and had a 15,000-ton lifting capacity (Port, March 1934). A third wharf was added that extended approximately 100 feet westward.

In April 1922, the steamer Edgar F. Luckenbach was the first ship lifted on the new dry dock. Later that year the Port purchased the City CPD's share of Dry Dock No. 2 (Port, April 1922).

The U.S. Shipping Board continued to support merchant shipping after the war, when the sudden loss of shipbuilding contracts affected shipyards. Much of the activity at the St. Johns Dry Docks in the 1920s was generated by the U.S. Shipping Board. In 1921, the Port was "expecting to get one or two of the Shipping Board steamers each month," and U.S. Shipping Board craft, representing 5 of the 10 dockings in June, made for "extraordinarily good" business (Port, April & June 1921). U.S. Shipping Board vessels at the dry docks were a staple item, and at times were the majority of business there: "Practically all of the dry dock earnings were the dockage of the Shipping Board vessels" (Port, April 1926). The U.S. Shipping Board began turning over ships under its control to private owners in 1928. In Portland, the States Steamship Company was one of the recipients, obtaining at least three vessels in August 1928 (Port, August 1928).

By 1924, dredge fill was placed between the railroad tracks and Dry Dock No. 1, creating the current 200-foot wide upland portion of the Central Parcels. With the enhancement of the upland area, buildings (shops) were constructed. The 1924 Sanborn depicts storage buildings; blacksmith, pipe, woodworking, and machine shops; a restaurant, an automobile garage, and pattern loft. Another restaurant was also constructed by the Port, "across the railroad track from the entrance to the dry dock property" (Port, December 1935), along Edgewater Street in 1923 (the "Edgewater Lunch" per a 1939 directory). By 1924, the Power House was no longer being used. In 1935 the Port agreed to transfer ownership of the small, wood frame building that housed the Edgewater Lunch to the Western Cooperage Company and Mrs. Stearns.

4.2.4 Coaling Dock

A coaling dock with a railroad spur was formerly located approximately 100 feet from the riverbank in the northwestern portion of the Central Parcels. The Port Commission authorized construction of the coal dock in August 1918 and agreed to a proposal for planning and supervising the work by the engineering firm Rasmussen Grace Company. The coal dock was completed in February 1919, when the Port Commission "moved that the coal dock be taken over and the contractor released from maintaining watchmen service" (Port, February 28, 1919). At the time of the coal dock's construction, the need for such a facility in Portland Harbor was considerable. The Port supplied the facility and charged fees for storage and handling, but regulations clearly spelled out the coal owners' responsibilities: "Coal is stored at owner's risk; Coal showing signs of heating must be removed at once by owner, and if not so moved may me moved by the Port of Portland at owner's expense" (Port, October 6, 1919). By 1924, however,

the coaling dock was mainly used for machinery storage as more ships converted to oil fuel.

Between 1924 and 1932, the area between the former coaling dock and the UPRR tracks was filled, creating the current northwestern portion of the Central Parcels. The 1932 Sanborn shows construction of a warehouse on this new land and an additional blacksmith shop at the east end of the parcels. In addition, the wharf closest to the riverbank (the 740-foot-long wharf) was reconstructed, with the new wharf being shorter (about 400-feet long) and straightened to be parallel to the other wharfs. In 1934 the former coal dock, now referred to as a 'storage wharf,' "was partly torn out and reconstructed to provide ramps for handling dredge pipe between the storage yard and barges" (Port, November 1934). The following year a Works Progress Administration (WPA) project placed rip rap rock on the embankment where the coal dock and its trestle were removed.

4.2.5 Contractors at the Dry Docks

Work at the dry docks, while performed by private contractors, was subject to Port rules and regulations, to minimize unsanitary and unsafe working conditions and to prohibit dumping of refuse, including ashes and "rubbish of any kind" (Port, September 10, 1908). Keel and bilge blocks were of special concern, and were to "be moved and replaced only under the supervision of the Superintendent or his representative and at the expense of the Contractor" (Port, September 10, 1908). This caution was underscored by the 1924 Oil Pollution Prevention Act, which sought to eliminate pollution of American harbors by oily bilge water (ships were converting from coal to oil fuel in this era). Dry dock repairs sometimes involved badly damaged vessels, however. In July 1924, the S.S. Sumanco was dry docked. The damage to the vessel fractured bottom plates of oil tanks, allowing extensive amounts of oil to escape into the river (Port, July 1924).

There were many private contractors working at the St. Johns Dry Dock during its operating years from 1903 to 1953. Dry Dock Logs for 1932-1933 and Dockage compilation sheets for 1945 on file with the Port provide an indication of the type of vessel repairs conducted, as well as the contractors that conducted the work activities. Contractors at the dry docks (and the years for which there are records) included: Helser Machine & Marine Works (1930s), Oregon Bridge and Dredge Company (1932), St. Helens Ship Company (1933), Columbia-Snake River Towing Company (1945), Commercial Iron Works, Floating Marine Ways (1945), Kaiser Company (1945), Knappton Towboat Company (1945), Oregon Shipbuilding Corporation (1941-1953), Poole, McGonigle & Jennings (1943-1945), Port of Astoria (1945), Robert McIntosh Engine and Machine Works

(unknown dates), Shaver Transportation Company (1945), States S.S. Company (1945), Smith & Watson Iron Works (unknown dates), U.S. Army Corps of Engineers (1945), Upper Columbia River Towing Company (1945), WISCO (1945-1951), Albina Engine & Machine Works (1951), Northwest Marine Iron Works (1951), and Marine & Industrial Supplies & Service Company (1951).

According to a document entitled *Contractors Space Requirements – Summary of Present Use at St. Johns*, dated October 18, 1951, contractors were allotted "spaces", which were numbered and corresponded with specific buildings. Albina Engine & Machine Works utilized nine separate spaces for electrical stores, miscellaneous stores, time office, machinists tool storage, and paint and oil storage. And "Space No. 17 is in a building owned by the N.W.M.I.W. Co." (Northwest Marine Iron Works). It is unclear whether all of the buildings were owned by the contractors. See **Appendix B**.

4.2.6 Great Depression Operations

The Great Depression drastically reduced available work at the Port dry docks. By mid-1931, the Port was forced to reduce its crews as the volume of contractor repair work did not justify the operation of the Port's dry dock equipment (Port, April 1931). Private contractor work was limited and locally controlled vessels and vessels of the U. S. Engineers and Lighthouse Department constituted all of the available business (Port, July 1931).

In 1933, the federal government stepped in. The National Recovery Administration (NRA) advised Pacific Coast ports of the adoption of a uniform dry dock rate structure. Federal involvement increased locally with the introduction of repair project work, first under the aegis of the Civil Works Administration (CWA), and later with the Works Progress Administration (WPA). CWA projects were soon assumed by Oregon's State Emergency Relief Administration (SERA). These projects included work on the dry dock's rail road track and parking lot, reconstruction of dredge pipe, and "reconditioning of barges, donkey scows, dredge pipe pontoons, plant decking" (Port, May 1934) and other dry dock infrastructure. WPA work involved the previously mentioned work on the coal dock embankment.

When the Port began development of the new Portland Airport on the Columbia Bottoms (site of present-day PDX) in 1936, there was a substantial increase in employment at the dry docks auxiliary plant. Workers were needed "to repair a large quantity of shore pipe from the airport fill" (Port, October 1936). As the decade progressed, dockings at the facility increased, particularly from local shipping companies, such as States Steamship Company and McCormick

Steamship Company. The generation of ships then being serviced had predominantly steel hulls. Repair contractors were switching from the use of composition paints to red lead paint.

4.2.7 World War II Operations

With the onset of hostilities in Europe in 1939, disruption of normal shipping patterns became acute. In December 1940, the first naval vessel, the U.S.S. Heywood, was docked at the dry docks for conversion to a troop ship by WISCO. Upon U.S. entry into the war in 1941, regular shipping was suspended, and "the use of the Port dry docks...was largely incident to war; i.e., serving governmentally allocated foreign vessels and vessels produced by local shipyards" (Port, 1942). These foreign vessels included Russian ships participating in the Federal Lend-Lease program. The local shipyards producing vessels were Kaiser Company operations (Oregon Shipbuilding Co., Kaiser Swan Island and Kaiser Vancouver) and the yards operated by WISCO, Albina Engine & Machine Works, and Commercial Iron Works.

In the fall of 1941, the U.S. Navy conferred with the Port on dry dock facilities, and in December of that year, the U.S. Bureau of Ships indicated they were willing to help finance a large crane and wharf improvements (Port, December 1941). A Federal organization, the War Shipping Commission, in conjunction with the U.S. Maritime Administration, oversaw all shipping activity, including dry dock repairs and final outfitting of ships produced in the yards. Scheduling of ships for dry docking was handled through the office of A. W. Kinney, Coordinator, Seattle, Washington (Port, 1944).

In the first half of 1942, numerous newly constructed ships from Oregon Shipbuilding Co. were on dry dock, evidently for final inspection and painting. In May, after 33 Oregon Shipbuilding Company ships were serviced, the U.S. Maritime Commission ended the practice of docking new vessels at the dry docks.

The intense level of activity at the St. Johns Dry Docks resulted in overcrowded conditions that persisted throughout the war period. In March 1943, when five Russian ships used the dry docks, "two converted airplane carriers with several hundred workers" strained facility capacity to such an extent that "under existing conditions follow up cleaning has not been possible to the extent desired" (Port, March 1943). The Port encouraged ship repairers to find or develop other locations within the harbor for ship work, but congestion remained a problem: "No definite arrangements for other repair wharves have been announced by the repairers, who have been doing work 'afloat' at the dry dock" (Port, April 1944).

Accidents resulted from the crowded and unsafe conditions. In October 1942, the Russian S.S. Skala caused extensive damage to the dry dock pier. In 1943 "fuel oil escaping from vessels at the dry docks [was] attributed to negligence or errors on the carriers" built by Kaiser (Port, July 1943). Kaiser reportedly cleaned up the spill. A year later, the Russian SS Ilich "capsized at the inner berth of the south pier at the dry dock and sank in about 46 feet of water," [neither the] "War Shipping Administration, its contractor or the Russians" assumed removal responsibility (Port, June 1944). The Ilich was not removed until December 1944, when it was raised by the U.S. Army Corps of Engineers (Port, December 1944).

War-related work tapered off in the first months of 1946, with the bulk of occupancy for small naval craft being conditioned for lay-up, as well as several Liberty Ships, presumably in for repair or conversion for transfer to new owners. Operations at the dry dock returned the uneconomic status of the pre-war years. Consequently, the Port began to plan relocation of the dry docks to Swan Island. Photographs of the dry docks during the 1940s are included in **Appendix A**.

4.2.8 Post-World War II Operations

By 1947, the dry docks were operating at the "break-even" point. By 1948, operations were running at a deficit. No dry dock activity occurred during fiscal years 1949-50 and 1950-51. The onset of the Korean War in 1950 occasioned a burst of activity. The Port declared that year that the "Navy has submitted schedule for 77 vessels for this fiscal year, mostly for #1 dock -- their schedule is expected to continue for a minimum of two years" (Port, August 1951). This fluctuating Navy work represented a substantial quantity of the work at the St. Johns Dry Docks in these years, sometimes amounting to half of all repair work (Port, May 1952).

The Port sold Central Parcels Tax Lots 99 and 124 to PMC in December 1950 for PMC/Plylock's existing operations on the West Parcel. The remainder of the Central Parcel, Tax Lot 39, was sold to Harold Scritsmier in May 1953 for a sawmill development. Occupation of the Central Parcels by ship repair contractors appears to have completely ceased by that time.

4.2.9 Disposition of the Dry Docks, 1953

By 1953, the St. Johns Dry Docks ceased operation. Dry Dock No. 2, the former CPD dock, was relocated to Swan Island in February, and Dry Dock No. 1 followed in July 1953.

Aerial photographs document the additions and modification to the Upland Facility in its later years. A paint shed was added by 1939 (corresponds with a similar building on the 1950 Sanborn map). The northwestern portion of the parcel was used for storage. Between 1939 and 1948, the lawn at the southeast end of the Central Parcels was converted to a parking lot and the former power house was removed.

4.3 East Parcel

4.3.1 Pre-Development of the East Parcel

Western Cooperage Company (WCC) purchased the East Parcel from Western Timber Company in 1907. See **Table 3**. Western Timber Company's on-site activities are unknown. The adjacent UPRR tracks to the north were laid in 1902 (City, 2000). The adjacent railroad bridge and its embankment to the southeast were constructed between 1906 and 1908, with the tracks laid in 1909 (City, 2000). According to a 1907 WCC plan, *Map Showing Property of the Western Cooperage Company, St. Johns, Oregon* (WCC, 1907), the undeveloped East Parcel covered its modern extent, but was at an elevation of approximately 7 to 10 feet (unknown datum).

A sand bar island was formerly located adjacent to and along the southwest perimeter of the parcel inside the harbor line. This island was approximately one-half mile long, 400 feet wide, and rose to an elevation of approximately 9.5 feet (unknown datum) (Port, 1906; WCC, 1907). The St. Johns Dike paralleled the riverside of this island along the harbor line.

According to a map entitled *Location of Wharves*, the East Parcel was undeveloped in 1912 (Port, 1912) and remained vacant until approximately 1915, consisting of a floodplain occupied by marshes, small ponds, or wet prairie (AINW, 2003).

4.3.2 WCC's Development of its Cooperage Facility

WCC was a general cooperage business formed in 1903 to manufacture staves, barrels, kegs, lumber, shingles, and other timber products. Post its 1907 purchase, WCC had to prepare the parcel for development, as it consisted of low-lying ground (WCC, 1907). Handwritten notes on the map indicate that the sawmill and eastern warehouse were built first. By 1915, the southern half of the manufacturing portion of the plant had been constructed (City CPD, 1915). At that time, the dock area included a portion of the former St. Johns Dike (Port, January 1915). Photographs of the cooperage dated 1916-17 (OHS, 1916-17) and

1922 (Port, 1922) indicate that the entire cooperage plant was constructed on fill up to 30 feet thick (AINW, 2003) and the sand bar was removed. See **Appendix A.**

According to a 1920 map, *Proposed Bulkhead and Dredge Fill* (Port, 1920), an area in the northwestern portion of the parcel was designated for filling with dredged material. An approximately 570-foot bulkhead was proposed to partition the fill area. The map also depicts the eastern portion of the East Parcel as developed with a "new building", dry kiln, barrel material storage area, open shed, carrier track, sawmill, platform, and boiler house. See **Appendix B.**

In 1922 and 1923, the large warehouse on the western portion of the parcel was constructed, achieving about 90 percent of full build-out. A 1924 Sanborn map reflects the filling of the northwestern portion of the East Parcel took place, as the cooperage had been expanded to the northwest. The expansion included barrel storage, a cooling shed, barrel shop, slicer building, sawdust mill, and steam boxes. The 1924 Sanborn also identifies the sawmill, warehouses, kilns, cooling sheds, finishing, and machine and blacksmith shops. See **Figure 3**. At the dock, sawdust and shavings (i.e., refuse) were stored in bins over a barge loading enclosure (Port, March 1921, and March 1934; also see **Appendix A**). The St. Johns Dike portion of the dock had been removed. The plant also included a conveyer and loading platform at a railroad spur on the bridge embankment.

City permits and Sanborn maps reflect that between 1925 and 1930, several additional buildings were constructed between the large warehouse and main manufacturing facilities, and included a cooling shed and a sawdust dryer. WCC used the adjacent in-water portion of the cove as a log pond.

Between 1939 and 1948, WCC added another small building in the northern portion of the plant (achieving full build-out). The 1950 Sanborn map indicates this new building was dedicated to veneer sizing, with the adjacent building to the south utilized for glue mixing, spreading, and pressing.

A 1948 aerial photograph reflects that at its peak the cooperage occupied all of the East Parcel and extended along the waterfront in this portion of the cove. Plant operations included debarking logs, cutting the wood into staves, drying and cooling the staves, and then forming them into barrels. Declining demand for barrels, however, led to WCC adding plywood production to its operation in the 1950s. Plywood continued to be made into the 1960s.

5.0 FACILITY DEVELOPMENT 1954 - 1979

5.1 West Parcel

5.1.1 Plywood Manufacturing Operations

A 1955 Sanborn map depicts the plywood manufacturing plant configuration similar to that of the 1950 Sanborn map, with exception of a reduction in storage area. In 1956, the Simpson Timber Company ("Simpson") purchased the holdings of M & M Woodworking Company (Plylock). A 1957 aerial photograph of the Facility reflects the plant was configured similarly to that in the 1952 aerial. Simpson continued production at the plant until it was unsuitable and no longer able to effectively compete with modern plants of the period. In September 1963, the plant was shut down and discontinued woodworking operations. Simpson remained owner of the West Parcel until 1964, when they sold it to Portland Lumber Mills.

Brand-S Lumber became the owner of the West Parcel in 1966 when Portland Lumber Mills merged into Brand-S. It is likely Portland Lumber Mills and successor Brand-S used the West Parcel for lumber facility to the northwest and adjacent to the Facility (extending downriver to the St. Johns Bridge).

A 1971 photograph of the Facility suggests the West Parcel structures were similar to those in the 1957 photograph. See **Appendix A.**

5.1.2 Woodworking Businesses

Following the 1963 plant closure, activities on the West Parcel appear to have diminished. The 1965 and 1969 Sanborn maps indicate a cabinet shop was located in the northern portion of the parcel. The 1969 map also depicts Western Homes, Inc., a prefabricated home manufacturer, in the area along N. Richmond Avenue. The 1968 and 1970 city directories list Oregon Woodwork Ltd, a sash, window, and door manufacturer, at an adjacent 6507 N. Richmond Avenue location. Period aerial photographs do not show much on-site activity, except for a few automobiles and log rafts moored off the west corner of the parcel.

5.1.3 Brand-S Building Demolition and Log Pond Filling.

A 1971 aerial photograph depicts demolition of most of the buildings on the West Parcel. By 1972, demolition was complete, with the exception of a small structure (shown in a 1976 aerial) remaining in the southern portion of the former plywood plant. City of Portland permits reflect Brand-S demolished plant

buildings on the adjacent property northeast of the railroad tracks between January 1973 and February 1975. The permits stipulated that debris generated from the demolition was to be removed, not burned. In the early 1970s, all buildings but one from the former plant on the northwest side of N. Richmond Avenue were demolished. The remaining building was removed sometime thereafter.

According to Portland Development Commission (PDC) records, Brand-S filled portions of the riverfront lands as late as 1974-75. A July 7, 1975 Brand-S letter states "Brand-S Corporation will make its property available for fill until such time as the property has become completely filled." Port records indicate Brand-S received a permit (Permit No. 071-0YA-1-001468) from the Army Corps of Engineers in 1974 to "dredge their proposed wharf and existing log storage area, for the removal of approximately 14,000 cubic yards of material with the spoils being placed on the shore adjacent to the work. The proposed work is in the Willamette River near mile 6.0..." (Port, 1974).

A 1976 aerial photograph shows the former log pond had been filled, extending the bank outward about 150 feet (in line with the river edge to the northwest and southeast). A few dirt roads (apparently abandoned in the 1980s) crossed the parcel, and a few vehicles were parked on the parcel on the southeast side of N. Richmond Avenue, but the nature of activities on-site cannot be inferred.

Brand-S continued ownership of the West Parcel until at least the late 1970s.

5.2 Central Parcel

In May 1953, Harold Scritsmier acquired most of the Central Parcel from the Port of Portland and initiated construction on a sawmill at the north access pier.

5.2.1 Scritsmier Company Operations

The Scritsmier Company Sawmill consisted of a sawmill, filing room, shaving hopper, and green chain. The sawmill appears, based on City of Portland permits and city directories, to have had limited operation. The sawmill dock was finished in 1955. The shaving bin and railroad spur beneath it were completed in 1957. The sawmill was completed and in operation in April 1959. It should be noted that the sawmill is included in the 1963 city directory, but was not listed in the 1965 city directory.

A 1954 photograph depicts moorage of nine ships at the former dry docks (Ackroyd, 1954). A copy of the photograph is included in **Appendix A.**

According to a personal interview with Hugh Ackroyd of Ackroyd Photography in April 2003, to the best of his recollection, these were Navy ships purchased by Schnitzer and were awaiting scrapping. Ackroyd further indicated that the in-water area adjacent to the Central Parcel was used by multiple parties beyond 1954 for temporary mooring of vessels and log storage.

By 1957, a few of the Central Parcel buildings were demolished, including the warehouse in the northwestern portion of the parcel. In 1962, the former large shop building was demolished and burned. In 1967, most of the former wharves were removed.

5.2.2 PMC (1950 – 1963)

In 1950, the northwestern-most corner of the Central Parcel was sold to PMC. A portion of Tax Lot 99 near the railroad tracks had been previously used by the plywood mill for piling wood waste from the veneer mill. After acquisition of the remainder of Tax Lot 99 and Tax Lot 124 in 1950, it does not appear the land was used extensively. Aerial photographs from 1957, 1961, 1962, and 1963 generally show a vacant lot. A few objects, possibly trucks, appear on the 1957 photograph.

5.2.3 Other Small Businesses (Mid 1960s – 1970s)

City directories list several businesses in the mid-1960s to early 1970s at the foot of N. Pierce Avenue (the address for both the Central and East Parcels). These businesses are listed in **Table 5.** Aerial photographs from this time show the sawmill and other former Port buildings were being used. According to Portland Fire Department Records, Western Homes, Inc., installed a fuel tank (unknown size) in 1960 at the foot of N. Pierce Avenue, presumably on Central Parcel (the record is included in Hart Crowser's 2000 report). Some barges/skids are also moored at the former south shore access in the early 1970s. Around 1970, the sawmill was demolished. An old Port storage building was also removed about 1972. At the northwestern end of the Central Parcel, the land was vacant except for a few dirt roads or trails.

An aerial photograph for 1970 obtained from Ackroyd Photography depicts the western portion of the Central Parcel as vacant, with exception of remnants of a burned building. A copy of the 1970 photograph is included in **Appendix A**.

City directories did not list any businesses occupying the Central Parcel beyond 1975. However, an aerial photograph reviewed for 1980 depicted several structures remaining in the central portion of the Central Parcel. It is presumed

that these structures were removed by PDC sometime between 1980 and 1993. A description of PDC's ownership of the Central Parcel is included in **Section 6.1**.

5.3 East Parcel

5.3.1 Closing of the Demolition of the Cooperage Facility

Although the plywood production was successful, it was not enough to offset losses from barrel and keg production (the demand had steeply declined), and the cooperage closed in 1955. The East Parcel was sold to Western Associates in 1957, and by that time, the sawdust loading dock and connecting railway were demolished, leaving only piling. During the 1960s and 1970s, the large warehouse on the parcel continued to be used by other small businesses (further discussed below).

5.3.2 Post-Cooperage Parcel Operations

Most of the former plant was used by other businesses including a plywood mill until 1967 (Hart Crowser, 2000). From the early 1960s through about 1967, Flakewood, Inc. operated the former Western Cooperage mill. In 1967 or 1968, much of the mill was demolished, leaving only the large warehouse and a few smaller buildings. City directories list several businesses in the mid-1960s to early 1970s at the foot of N. Pierce Avenue, the address for both the Central and East Parcels. These businesses include L&W Woodworking (1960), Colligan & Moore (1962), Export Booms, Inc. (1965), Waxwing Cedar Products Ltd. (1965), Red Cedar Lumber Company (sawmill, 1968), Schlesser Sales Company (plywood, 1968), and Richard J. Olsen Log Rafting, Inc. (1972). It should be noted that although these business were identified at the foot of N. Pierce Avenue, based on the generality of the location, there is potential that these businesses were located adjacent to the facility. Further discussion of these entities is provided in **Section 8.0**.

5.3.3 Demolition of the Cooperage Facility

Demolition of the cooperage buildings began in 1968 and by 1971, only the warehouse remained standing. The smaller buildings were removed about 1972. Log rafts occupy the adjacent cove until at least 1972. City directories did not list any businesses occupying the East Parcel beyond 1975. The warehouse was demolished sometime in the early 1980s by PDC (the warehouse was still present on the East Parcel in the 1980 aerial photograph, but was removed by the time of the 1993 aerial photography). A discussion of the warehouse removal is included in **Section 6.1.4**.

6.0 FACILITY DEVELOPMENT 1980 - PRESENT

6.1 Portland Development Commission

6.1.1 Facility Acquisition by PDC

According to PDC records, PDC first considered purchasing the Brand-S Property (by this time a larger property including the West Parcel) in November 1977 for a housing development as part of a federal grant called the Urban Development Action Grant (UDAG). PDC began acquiring properties for development under the UDAG, including the tax lots included in the Willamette Cove Upland Facility.

According to a 2000 title report, PDC acquired the Willamette Cove Upland Facility in phases: a portion of Tax Lot 124 (part of the Central Parcel) was acquired in 1979; the balance of Tax Lot 124 and all of Tax Lot 45 (East Parcel) were acquired in 1980 (Chicago Title, 2000).

Based on discrepancies in prior submissions regarding interpretation of the chain-of-title, the Port plotted the boundaries provided in the legal descriptions of the deeds for each of the tax lots. **Table 3** is an updated chart summarizing the chain-of-title.

The prior Hart Crowser report shows a conveyance of Tax Lot 99 to PDC on February 15, 1979. This is a reference to Item 31 in the above-referenced Chicago Title report, a Quitclaim Deed from Fibron Corporation to PDC. Chicago Title reported this deed as conveying interests in both Tax Lots 124 and 99. The Port's plot of the actual boundaries according to the legal description in the Deed reflects that only Lot 124 was addressed, reflecting an apparent intent only to address Tax Lot 124 in the conveyance. In addition, Chicago Title report that Tax Lot 39 was acquired by PDC in 1990. PDC records indicate that Tax Lot 39 was acquired by PDC much earlier on February 20, 1981 by a Stipulated Judgment through a condemnation in Circuit Court. The transaction was not recorded until the later date.

Additional research was conducted to identify records of conveyance for Tax Lots 41 and 99 from Brand-S to PDC. According to an appraisal report, PDC's acquisition of the facility was from three separate owners in 1979, 1980 and 1981. Approximately 24.24 acres (Tax Lots 41 and 99, in addition to property owned by Brand-S further upriver) were purchased from Brand-S on February 2, 1979. Approximately 8.8 acres were purchased from H.F. Scritsmier in February 1981 (Tax Lot 39) and approximately 8.56 acres were purchased from West Coast

Lumber Operations on April 4, 1980 (Tax Lot 45). Finally, the chain-of-title indicates that in 1990, PDC quitclaimed to DSL submerged and submersible lands that were formerly considered part of the tax lots that make up the facility.

6.1.2 Easements

Chain-of-title information obtained from PDC records indicated that streets formerly platted for the facility in the late 1800s were vacated in 1903. Three easements, however, remained that were not formally addressed by the vacation. These easements included an approximately 17-foot easement for a railroad spur track (neither the track, nor the business it served, remained); an approximately 10-foot easement for Portland General Electric (PGE) proposed in 1941 for the construction and maintenance of a transmission line (no longer exists at the facility; and an approximately five-foot sewer easement for the City of Portland in the vicinity of the extension of N. Van Buren Street.

6.1.3 Consolidation of Parcels

Subsequent to acquisition, PDC combined the parcels with the adjacent property to the northwest that had been previously owned by Brand-S. The facility and the adjacent property were consolidated into an approximately 46-acre property and packaged for redevelopment (herein referred to as the "Redevelopment Area") as the St. Johns Riverfront project (also called the "St. Johns Urban Renewal Area"). The Redevelopment Area property covered the riverfront area spanning between the Rail and St. Johns Bridges. The final development plan anticipated the construction of about 550 residential units, a marina for 250 boats, a restaurant, and about five acres of open space associated with waterfront recreation. The development plan was abandoned, however, and the entire property offered for re-sale in 1986 (Real Property Consultants, 1986). According to PDC records, an Environmental Impact Statement was prepared for the Redevelopment Area; however, a copy of this report has not been found. This redevelopment project was terminated in May 1981 in light of changes in grant authorities and a downturn in the market.

A *St. Johns Industrial Riverfront Property* report prepared by Coldwell Banker in approximately 1980 reflects that soils on the terrace area of the facility had been studied extensively by Dames and Moore, geotechnical engineers. Dames and Moore concluded that differential settlement may be expected, but that with suitable site preparation, conventional spread footings would support light to moderately heavy foundation loads. A copy of the Dames and Moore "Development Proposal Packet" has not yet been found. A copy of the Coldwell Banker report is included in **Appendix C**.

During the 1980s, a portion of the property was leased by Fibron Corp.

6.1.4 Demolition of Buildings

At the time of PDC's acquisition of the East Parcel in 1980, the large warehouse formerly associated with the Western Cooperage plant was in place. As it was largely in disrepair and contributed relatively no value, PDC had the building razed.

Demolition of the Scritsmier buildings on the Central Parcel was first considered in June 1981, as the vacation of tenants was being completed, and empty buildings were considered to represent a liability to PDC. Aerial photographs reveal that all of the buildings were removed by 1993.

An abandoned barge in the cove has been an issue since at least 1982. PDC attempted, but was never able to locate the owner of the abandoned barge, and ultimately determined that the property owner has no obligation to remove it. A memorandum regarding PDC's potential liability for damages or injuries arising from derelict barges is included in **Appendix C**.

6.1.5 Plans for Filling the Cove

In October 1983, PDC obtained estimates and feasibility analyses for filling the cove (lagoon) adjacent to the Facility. A PDC report declared that Boston White of the Division of State Lands "believes a fill permit in the area of the St. Johns site assisting a water dependent industrial user would be the easiest to obtain. This area is classified, to some degree, as biologically dead. Strong political support would tend to counter balance possible protests from local environmental groups. A permit was recently issued to Bird & Son to fill approximately 2 acres directly across from the St. Johns site with no protest" (PDC, 1983). PDC did not move forward with plans for filling the cove.

The concept of filling the cove was addressed again in December 1988 as a means of creating additional land for facility expansion. Concerns over neighborhood reaction and potential environmental concerns, however, quelled the suggestion (PDC, 1988). PDC noted that the cove "is one of the few protected areas along that section of the river and dredging equipment, log rafts, barges, etc. are temporarily anchored there from time to time" (PDC 1988).

6.1.6 PDC's Attempts to Sell the Willamette Cove Property

Based on a review of PDC records, in 1988, the Willamette Cove Upland Facility was split off from the Redevelopment Area and was repackaged as an approximately 24-acre redevelopment site. The northwestern adjacent property (beyond the terminus of N. Richmond) was marketed separately and was finally sold in 1989 to Manufacturing Management, Inc. (MMI Corporation) for the expansion of their Lampros Steel operation. Various attempts were made to sell the Willamette Cove Upland Facility for redevelopment:

6.1.6.1 Oregon Film Partners

Between 1988 and 1989, Grayco Resources, Inc. (Grayco) negotiated the purchase of the facility from PDC. Grayco signed an earnest money agreement in November 1988 to purchase the St. Johns property for $1 million. Grayco, in partnership with Oregon Film Partners, planned to redevelop the facility with an approximately $11 million communications park (PDC, 1988). The redevelopment plans also called for significant greenway improvements. The City of Portland, Bureau of Planning approved Greenway Review (GP 8-89) in May 1989. According to the master plan, upon completion, the park would be leased to Los Angeles-based production companies for movie studios (see **Appendix C**).

The North Portland Enhancement Committee voted in the fall of 1988 to commit up to $500,000 to the St. Johns Film Park project from the St. Johns Rehabilitation and Enhancement Fund. The City of Portland also applied to the State of Oregon for $1 million in funding from the Oregon Lottery through the Special Public Works Fund.

6.1.6.2 Environmental Investigations

The earliest environmental records identified relate to the proposed purchase of the facility by Grayco, who contracted with Sweet-Edwards/EMCON (EMCON) in 1988 to perform a Level I Environmental Site Assessment (ESA). The ESA documented the facility's general industrial history and enumerated potential environmental concerns, including potential releases from railcars using the adjacent UPRR tracks; potential releases of diesel fuel from the adjacent UPRR pipeline that traverses parallel to the UPRR tracks; potential leaks, spills, or disposal of hazardous substances from historical machine shops, electrical shops, or chemical storage areas used by past occupants of the facility; possible soil contamination from refuse disposal and from use of portions of the facility

for campsites; and potential migration of contaminants such as creosote, pentachlorophenol, and metals including arsenic, copper, and chrome originating from the McCormick & Baxter site. As a result, EMCON recommended that a Level II ESA be conducted (DEQ, 1998).

A PDC memorandum dated October 17, 1988 discussing the Level II ESA stated that "They [EMCON] feel there are two main sources of problems. First, the McCormick Baxter property, and second, any localized problems on site...if there are problems associated with the McCormick Baxter operation...those will be of a grander scale. Those should show up in the shallow ground water or riverbank sediments. The ultimate recourse of those problems is to McCormick Baxter" (PDC, 1988).

During December 1988 and January 1989, EMCON collected soil and groundwater samples from 23 borings installed throughout the facility. A summary of the findings of this investigation is included in the March 2003 RI Report. Based on EMCON's interpretation of the analytical data, the report concluded that "Based on the field investigation and laboratory analysis completed for this study, the site has not been significantly impacted by past site activities or from contamination resulting from offsite sources" (EMCON, 1989).

EMCON completed the *Level II Environmental Site Assessment* and submitted it to Grayco in March 1989 (EMCON, 1989).

Following the Level II ESA, Grayco sent a letter dated April 7, 1989 to Tom Miller, Site Response Supervisor, DEQ. According to Grayco, the Level II report indicated that there was no 'significant contamination, environmental impairment, or public health risk' identified at the facility" (see **Appendix C**). The letter requested the DEQ provide written notification that the assessment was adequate and that no additional site characterization was required.

6.1.6.3 Changes in Redevelopment Plans

According to a June 30, 1989 press release, PDC extended the June 30th closing for the sale of the facility. Grayco requested the extension due to the June 1, 1988 dissolution of Oregon Film Partners, the group that organized the project. Grayco attempted to reorganize and partner with other individuals, but to no avail. The extension on the closing date ultimately passed, the film park project was cancelled, and the facility

reverted to PDC to once again organize redevelopment, or otherwise sell the facility.

6.1.7 PDC's Further Attempts to Sell the Facility

Following the cancellation of the film park project, PDC listed the facility for sale with Cushman & Wakefield.

6.2 Trust for Public Land and Metro Purchase

In March 1994, PDC entered into an Option Agreement with the Trust for Public Land (TPL), a California non-profit organization. TPL was interested in securing rights to the facility in relation to a proposed Metro greenspaces bond measure. Once the bond measure was secured, TPL, would sell the facility to Metro. The terms of the Option Agreement stipulated that the transfer of the facility would be in "as-is" condition. PDC stated that they had no knowledge of any facts surrounding the condition of the property that were contrary or in addition to the conclusions stated in the updated Level II report. TPL would need to satisfy themselves as to the condition of the property by obtaining a Level II update.

The approximately $135.6 million bond measure to promote "open-spaces" in the greater Portland area was passed in May 1995. After the bond measure's passage, TPL moved forward with their supplemental environmental investigation of the facility.

6.2.1 TPL's Supplemental Environmental Assessment

From October through December 1995, EMCON performed a Supplemental Environmental Site Assessment of the site (EMCON, 1996). A summary of the findings of this investigation is included in the March 2003 RI Report. Based on EMCON's interpretation of the analytical data, the report concluded that "under both current and planned future development of the site as a riverfront park, unacceptable health risks to either humans or ecological communities are not expected from the chemicals detected at the site". EMCON also noted that environmental risks from the McCormick & Baxter site were being addressed by EPA and DEQ pursuant to the Superfund process (EMCON, 1996). In addition, EMCON prepared a "Qualitative Risk Assessment" to evaluate possible risks to human health and the environment. Based on their evaluation of the facility, EMCON concluded that "under current conditions and planned future development of the site as a riverfront park, unacceptable health risks to either humans or ecological communities are not expected from chemicals detected at the site" (EMCON, 1996).

TPL purchased the facility on February 28, 1996 for $785,000. TPL conveyed the facility to Metro the same day (Chicago Title, 2000) for a reported $854,000.

6.3 Hold Harmless Letter Issued by DEQ

In contemplation of PDC's sale of the Willamette Cove property to TPL and then to Metro, TPL and Metro worked closely with DEQ staff prior to the acquisition. DEQ was supportive of Metro's proposed Open Spaces Bond Measure acquisition. DEQ site managers for the McCormick & Baxter facility indicated that an open space/park use of the Willamette Cove property was highly desirable to DEQ, because it would minimize the risk of disturbing the groundwater at the adjacent McCormick & Baxter site. To allay concerns regarding possible environmental risks of the Willamette Cove property and its proximity to the McCormick & Baxter site, DEQ issued a letter prior to TPL's and Metro's purchase assuring the then title holder and future owners of the site that they would not be liable for such contamination. Specifically, in a letter dated January 13, 1994, written by project manager Paul Burnet (copied to Thomas Miller (DEQ), Helen Lottridge (DEQ), Larry Edelman (Oregon Department of Justice) and Chip Humphrey (EPA)), DEQ made the following assurances:

> "DEQ has developed cleanup options for the McCormick & Baxter site which address sediment contamination resulting from releases of wood treating chemicals to the soil and river. . . . All options consider sediment contamination on the PDC property [Willamette Cove] as part of the McCormick & Baxter 'site'. . . . In any case, DEQ will not pursue the seller or the buyer of the PDC North Edgewater property [Willamette Cove] for legal or equitable relief related to any migration or related problems caused by or resulting from any activities on the McCormick & Baxter site. However, DEQ may require access to the property for purposes of monitoring and remediation, and may require certain limitations of use pending cleanup."

These assurances by DEQ were relied on by Metro and TPL in their decisions to option the Willamette Cove property, present the property to the voters pursuant to the Bond Measure, and to purchase the property after passage of the measure.

6.4 Metro Ownership

Metro acquired the facility from TPL on February 28, 1996 with proceeds from the 1995 Metro Open Spaces, Parks & Streams Bond Measure for the purpose of creating a greenspace area to be used as a public park.

6.4.1 Environmental Investigation

In February 1997, DEQ initiated investigation of the facility under the Voluntary Cleanup Program (VCP). The facility was added to the ECSI database in June 1997, and the DEQ recommended a remedial investigation.

DEQ completed a Strategy Recommendation for the facility in January 1998. In October 1998, Metro submitted a response to DEQ's Strategy Recommendation and proposed changes to the report. DEQ subsequently modified the document and reissued a revised version in December 1998. The facility was placed on the Confirmed Release List (CRL) in January 2000.

In 1999, during Metro's brush clearing activities on the West Parcel, several gallons of black tarry oil were observed on the ground surface. When the oil and associated petroleum-contaminated soil (PCS) were subsequently removed in June 1999, an underground storage tank (UST) was discovered at a depth of approximately seven feet below ground surface. Historical documentation relating to the installation of this UST by PMC, their affiliates, or subsequent West Parcel owners or occupants was not identified. Metro subsequently contracted Hahn and Associates, Inc, of Portland, Oregon to decommission by removal the approximately 12,000-gallon UST (Hahn and Associates, 1999). **Figure 3** shows the approximate location of the UST. The UST was filled with water and residual petroleum product (identified as PS 300 fuel oil). The UST was pumped out, inverted, and removed. No corrosion pits or holes were reportedly observed in the UST.

7.0 PRP CONCERNS AT ADJACENT AND SURROUNDING PROPERTIES

Current and historical adjacent property uses were reviewed for potential PRP concerns to the facility; to determine if those current or prior uses were likely to contribute to potential contamination at the facility.

During the earlier part of the 20th century, land use surrounding the Willamette Cove Upland Facility primarily consisted of residential use to the northeast (inland) and industrial use to north and south along the Willamette River waterfront. This section further describes adjacent and surrounding properties of interest.

7.1 Railways, Bridge, and Pipeline

7.1.1 Development of Railways

The current UPRR railroad tracks border the Willamette Cove Upland Facility on the north and northeast. These railroad tracks were originally laid in 1902 as the OR&N Railway's St. John's Branch (WCC, 1907; Sanborn, 1924; City, 2000). A spur on this rail line was once present for a loading platform for the Western Cooperage plant located on the East Parcel.

7.1.2 Development of BNSF Rail Bridge

Adjacent to the southeast of the facility and bordering the east/southeast boundary of the East Parcel lays an approximately 30-foot high embankment for the former Spokane, Portland, and Seattle Railroad (SP&S) Bridge over the Willamette River. The bridge is currently owned and maintained by the Burlington Northern Santa Fe (BNSF) Railroad. The bridge and embankment were constructed between 1906 and 1908, and is one of four hanging-deck truss bridges in the State of Oregon. The SP&S Railroad completed the tracks on the bridge in 1909 (City, 2000). Initially, the span connecting St. Johns to Willbridge was a pivot draw bridge. When drawn, the bridge offered two channels for ship traffic. It was later replaced by the current, lifting span.

A long section of the river below the Rail Bridge was formerly underlain by a rock reef that was considered to pose a hazard to navigation. During the 1920s, the Port of Portland was engaged in drilling and blasting on the rock reef to improve channel access through the SP&S rail bridge. Rock removed by this method was harvested by a clamshell dredge and barged to locations where it was needed for fill. At various times, rock reef detritus was deposited at the mouth of the Willamette River (for harbor improvement), at the Burnside Bridge footings

(for support) and at the Dry Dock facility. Work was sporadic and material was removed only when needed: "Drilling and blasting on the rock reef below the SP&S Bridge...was continued. Very little of the broken rock has been removed...only a few barge loads being placed on the embankment of the dry dock fill" (Port, September 1924).

In the earlier part of the 20th century when ships were coal-powered, the area of the SP&S Bridge was used as a dump site for coal clinkers. According to Port Commission minutes, the U.S. Army Corps of Engineers designated the location in the area of the bridge for the dumping of ashes from ships (Port, February 11, 1915).

7.1.3 Development of Pipeline

Paralleling the UPRR tracks along the north/northeast facility boundary was an 8-inch diameter, underground petroleum pipeline that was owned and operated by Chevron. The date this pipeline was installed has not been verified. The pipeline was reportedly used to carry diesel and was connected to a tank farm approximately two miles downriver. In about 1978, the line was shut down and flushed out (PTI, 1992).

7.2 Development of Properties along N. Richmond Avenue

Based on the PMC monograph (Plywood Pioneers Association, 1967), the northwest side of Richmond Avenue was developed for industrial use in the early 1900s. The Valveless Pump & Foundry was located in this area about 1920, and was followed by American Marine Iron Works between 1920 through 1924 (both a foundry and machine shop were present). Star Sand Co. had a dock with sand and gravel bins on the waterfront from about 1921 through the early 1940s. Western Woolen Mills, and later Portland Woolen Mills, had a warehouse farther to the north from the 1920s into the 1950s (Hart Crowser, 2000).

With the expansion of PMC, the foundry was taken over for office and warehouse space by 1932. From approximately 1932 through about 1943, the Purdy Brush Company (a brush manufacturer) also occupied a building between the Star Sand Co. dock and PMC. About 1945, PMC took over this building (Hart Crowser, 2000).

PMC went out of business in 1963. The adjacent property buildings were then occupied by Oregon Woodwork Ltd (a sash, window, and door manufacturer), Western Homes, Inc., and Brand-S Homes, Inc., (prefabricated home manufacturers), and Energy Guard Corp. (insulation manufacturers). In the early 1970s, all but one building (the former

foundry) was demolished. The former foundry was removed between 1980 and 1993 (Hart Crowser, 2000).

7.3 Development of Properties along N. Oswego Avenue

During a review of aerial photographs between 1957 and 1963, several cars were observed around a building on N. Oswego Avenue, approximately one block inland from the West Parcel. City directories indicate a furniture manufacturing company in 1939 and 1943/44 and a kitchen supply warehouse in 1950. Otherwise, residential occupation was noted. The cars may be associated with employees of the PMC as the number of vehicles diminished after plant closure in 1963 (Hart Crowser, 2000)

7.4 Scrap Metal Yard

In the 1957 aerial photograph, the block between N. Van Buren Avenue and N. Tyler Avenue and northeast of the Union Pacific railway was partially excavated. As a result, a topographically flat area was created adjacent to the railway. In aerial photographs from 1967 to 1972, this area shows some activity. The 1969 Sanborn map identifies a scrap metal yard in this area. By 1976, this area was regraded, apparently as part of the demolition of nearby buildings between 1973 and 1975. A circular dirt road is present in this area in the 1980 aerial photograph. According to PDC records, the road was used recreationally as a track for dirt bikes. By 1993, vegetation is present. By 1995, a stormwater retention pond has been created in this area (Hart Crowser, 2000).

7.5 McCormick & Baxter

The McCormick & Baxter Superfund site is located at 6900 N. Edgewater Street, adjacent and extends through the southeast section of the Willamette Cove Upland Facility. The McCormick & Baxter site covers approximately 43 acres of upland area and 15 acres in-water. An embanked portion of the modern BNSF Rail Bridge parallels the northwest McCormick & Baxter property line.

During a 1983 preliminary site investigation, McCormick & Baxter identified possible off-site releases near the former waste disposal area (FWDA) and reported these results to the DEQ. Additional investigations were completed which identified several areas of contamination. In 1987, DEQ entered into a Stipulated Order with McCormick & Baxter to perform certain corrective actions.

McCormick & Baxter operated a wood-treatment plant between 1944 and 1991. A brief historical summary of the McCormick & Baxter site is provided below.

7.5.1 Development of the McCormick & Baxter Site (Creosoting Facility)

Early aerial photographs of the area depict the McCormick & Baxter site as cleared or recently-filled land, presumably in preparation for development. According to a report entitled *McCormick & Baxter, Reuse Assessment Project: Background Report* (City, 2000), a layer of dredged or excavated fill materials was placed over the property in the early 1900s in order to prepare the land for development. Around the same time, a sawmill operated on the southeast portion of the property.

The McCormick and Baxter Creosoting Company was organized in 1944 (during World War II) for the production of wood-treated products including lumber, piling, timber, and railroad ties. The plant was initially developed with a central processing area for the retort chambers in the central portion of the plant, log storage areas, and a tank farm adjacent to the central processing area. Treated logs were stored in three areas at the site; two of which were located in the northern portion of the property, and one in the western portion, adjacent to the railroad embankment opposite the sandy beach along the West Parcel of the Willamette Cove Upland Facility. A rail spur traversed the northwestern site boundary and connected to the central processing area.

Over the lifetime of the plant, a variety of wood-treating processes were applied, and included the use of aromatic oils, creosote/diesel oil mixtures, pentachlorophenol/diesel oil mixtures, and a variety of water- and ammonia-based solutions containing heavy metals such as arsenic, chromium, copper, and zinc. A brief discussion of these processes is provided in the following subsections.

7.5.2 Construction of Retort Chambers

In 1945, the first retort chamber at the McCormick & Baxter plant was constructed in the central processing area of the plant for coal tar-based creosote pressure treatment. A second retort chamber for oil-based PCP treatment was constructed at the site in 1953. A third retort chamber was constructed in 1954 for water-based chrome treatment; and ultimately a fourth was constructed at the site in 1968 for Cellon treatment (a combination of PCP, liquid butane, and isopropyl ether) treatment. All four retort chambers were located in the plant's central processing area (EPA, 1996). Prior to 1970, chrome was used instead of ammoniacal copper arsenate. Ammoniacal copper arsenate was subsequently replaced by ammoniacal copper zinc arsenate (ACZA) in 1986. The Cellon treatment was ultimately discontinued in 1988.

7.5.3 McCormick & Baxter Site Operations

Creosote was delivered to the McCormick & Baxter plant by railcars, trucks and ships. Vessels approaching the plant from the Willamette River unloaded creosote at the creosote dock into a pipeline that connected to an approximately 750,000-gallon creosote storage tank. In addition to the creosote tank, McCormick & Baxter utilized an aboveground storage tank (AST) farm for the storage of process mixtures including creosote, PCP, oils, and oily wastewater (ranging in capacity from approximately 70,000 to 173,000 gallons).

Treated wood products were also placed in the river at various times prior to shipment. An area containing oily sediment near the creosote dock was reportedly dredged approximately "every 3 years" during the Vietnam War era (~1961-1970) to allow access for loading ships. The disposal location of the dredged sediment has not been identified. Unloading at the creosote dock was gradually phased out during the 1980s in favor of railcar unloading. Based on a review of aerial photographs, logs stored in-water adjacent to the McCormick & Baxter site sometimes extended downriver beyond the Rail Bridge and into the area of adjacent to the East Parcel of the Willamette Cove Upland Facility (Ackroyd, 1967, 1968, 1971, 1972, 1976, 1980; see **Appendix D**). The aforementioned aerial photographs also depict log storage in-water at the cove, long after the vacation of the former cooperage, however, it is unclear whether these logs belonged to McCormick & Baxter.

7.5.4 Releases at McCormick & Baxter

At least two major spills have reportedly occurred at the McCormick & Baxter site: a 50,000-gallon release in the tank farm in approximately 1950, and a large (quantity unrecorded) spill of creosote from a tank car near the tank farm in 1956. Between 1950 and 1965, waste oil containing creosote and PCP was applied to soil to improve the structural stability to allow construction of tanks and other structures.

In addition to releases at the site, on July 28, 1966, the log storage area in the northern portion of the McCormick & Baxter plant caught fire, burning a considerable amount of the treated logs (Ackroyd, 1966). Photographs depicting the fire are included in **Appendix D**. Impacts from the creosote fire have not been evaluated or reported.

7.5.5 Discharges, Waste Generation and Disposal Practices at McCormick & Baxter

Between 1945 and 1969, wastewater and non-contact cooling water were directed into on-site catch basins and then discharged into the Willamette River through stormwater outfalls (Outfalls 001, 002, 003, and 004). Waste oils were applied to the site for the purpose of controlling dust control between 1950 and 1965.

Treated wood products were also placed in the river at various times prior to shipment. Prior to 1971, boiler water, stormwater, and oily wastes were directed or discharged to a waste disposal trench in the southeast portion of the site (the "Southeast Disposal Trench Area"). From 1968 to 1971, product and process residues (sludges), including creosote and PCP/oil wastes, were disposed of on-site in what is now referred to as the FWDA, which is located in the southern portion of the plant property. These on-site disposal activities resulted in extensive soil and groundwater contamination, which have migrated off-site into the sediments and surface water in the Willamette River as well as into Willamette Cove.

In 1971, an evaporator was installed for the treatment of process wastewater. Subsequent to 1972, wood-preservative sludges and other wastes were stored in metal drums or shipped to an off-site hazardous waste landfill (PTI, 1992). After 1978, wood preservative sludges were shipped to a permitted hazardous waste disposal facility, Chem Security System, Inc., near Arlington, Oregon.

7.5.6 Soil Removals and Building Demolition

Since 1985, at least six USTs have been removed from the McCormick & Baxter property. These USTs were utilized for the storage of diisopropyl ether, diesel fuel, and gasoline. Residual contamination of soils and groundwater originating from at least one of these tanks was identified during decommissioning activities. Most of the contaminated soil was excavated and disposed; in 1985, approximately two feet of soil and sludge was excavated from the tank farm and shipped to a hazardous waste landfill. It was also reported that contaminated soil was removed from the Southeast Disposal Trench Area sometime in the mid-1980s (PTI, 1992) and in 1999 (E&E, 1999).

Use of the 750,000-gallon creosote tank was discontinued altogether in 1988. Contaminated soil from inside the retaining wall of the creosote tank was reportedly removed, although the date of removal and disposal location of the contaminated soil has not been identified.

The aboveground storage tanks for wood-treating chemicals were removed along with the retorts by the DEQ in 1994 (EPA, 1998). In 1999, under contract with DEQ, Wilder Construction excavated approximately 33,700 tons of contaminated soil and debris. The excavated material was then transported by rail for disposal at Envirosafe Services of Idaho, Inc. located in Grandview, Idaho. Approximately 32,000 tons of backfill material was required to bring the site to grade after completion of the contaminated soil excavation.

Wilder Construction also performed demolition of plant structures in 1999, including the removal of the creosote dock, railroad tracks and ties, a log loading structure, an office building, laboratory building, scale house, concrete foundations/slabs, equipment pedestals, and retaining walls. In addition, approximately 4,500 feet of subsurface piping was removed. Excavated areas were lined with geotextile (a permeable geosynthetic material) and the site was hydroseeded (a slurry of fiber, wood mulch, fertilizer, grass seed and tactifier used to quickly seed large areas) (www.wilderconstruction.com, 2003, on file with the Port).

As of 2003, all of the structures at the site have since been demolished, except for the former shop building, which now houses one of two pilot-scale groundwater treatment systems used in the Superfund cleanup project. The second water treatment system, located in the former waste disposal area, is housed in a steel cargo container.

7.5.7 Environmental Investigations

During an investigation conducted by DEQ in 1990, heavy metals, polycyclic aromatic hydrocarbons, and pentachlorophenol were detected at elevated levels in soils, sediments, and water at the facility. Soils underlying the site are contaminated from the ground surface to as deep as 80 feet in some areas. The soil contamination has migrated to sediments in the Willamette River. Sediments near the site are contaminated to depths of up to 35 feet below the sediment surface (DEQ, 1990).

Since 1990, the DEQ (under the orphan site program) has performed a remedial investigation and feasibility study (RI/FS) and several interim remedial action measures (IRAMs), including site demolition and cleanup, contaminated soil excavation, NAPL recovery, and groundwater treatment

Several main areas of contamination have been identified on the McCormick & Baxter site and include the FWDA, Southeast Disposal Trench Area, tank farm area, central processing area, and southeast disposal trench area. A map depicting

these area entitled *Contaminant Source Areas* excerpted from the EPA's Record of Decision for the McCormick & Baxter site is included in **Appendix D**.

7.5.8 McCormick & Baxter Bankruptcy

In December 1988, McCormick & Baxter filed for bankruptcy through Chapter 11 (reorganization), which was approved in November 1990. DEQ assumed responsibility for completing investigation and cleanup activities at the site.

As part of the operating plan, DEQ was to receive $250,000 per year and 20 percent of profits toward payment of environmental investigation and cleanup costs, as well as 50 percent recovery from insurance policies, until the costs of investigation and cleanup have been repaid. McCormick & Baxter was unable to comply with the Chapter 11 reorganization plan and ceased all operations in October 1991.

On October 10, 1991, McCormick & Baxter's lending institution took control of their assets. In response to this action, McCormick & Baxter discontinued operations on that date. In December 1991, DEQ began interim remedial activities at the site to prevent releases of chemicals remaining at the site, maintain site security, and reduce stormwater discharges from the McCormick & Baxter property to the Willamette River. Although the corporation exists and owns the property, it has no other tangible assets of operations. DEQ holds a first mortgage security interest, up to $20 million, in the property as security for repayment of investigation and cleanup costs (EPA, 1996).

The McCormick & Baxter site was proposed for addition to the National Priorities List (NPL) on June 18, 1993. In June 1994, the EPA added the site to the NPL. The EPA issued the Record of Decision (ROD) for the McCormick & Baxter site in March 1996, with an amendment issued in March 1998. The ROD amendment included an upland barrier wall and sediment cap. The construction of the barrier wall, consisting of a slurry wall and sheeted piling, was initiated in April 2003.

DEQ continues to perform environmental investigations and interim remedial actions at the site.

7.5.9 Impacts to the Willamette Cove Upland Facility

According to DEQ records, the subsurface contamination in the cove area runs at least beneath a narrow strip of the East Parcel that parallels the BNSF Rail Bridge. The dry land area of this strip has little development potential. It is anticipated that a sediment cap will be placed over the contaminated area. DEQ

has assumed responsibility for any contamination, and subsequent required remedial actions, that are identified at the Willamette Cove Upland Facility in connection with the McCormick & Baxter site.

8.0 CURRENT STATUS OF PRPs ASSOCIATED WITH THE FACILITY

Potentially responsible parties (PRPs) are entities that hold liability for contribution to contaminants identified at the facility. According to the Comprehensive Environmental Response, Compensation and Liability Act (CERCLA), persons who have owned or operated a site at which hazardous substances were disposed of, who have arranged for disposal of hazardous substances at such a site, or who accepted hazardous substances for transport to a disposal site can be held liable for response costs incurred by the release or threatened release of hazardous substances. In short, liability may be attached to owners and operators of sites with hazardous substance releases and generators or transporters of such hazardous substance (42 USC Sec. 9607).

8.1 General PRP Discussion

A summary of all of the PRPs that have been identified for the facility is included in the following **Table 1**. As part of the evaluation of each PRP, and in support of RI methodology, the summary presents a preliminary evaluation of each PRP's connection to potential contaminants at the facility.

It is important to note the Federal Government's connection the Willamette Cove Upland Facility. Federal involvement began with the Emergency Fleet Corporation and the U.S. Shipping Board in World War I. Their activities brought ships to the dry docks for outfitting and repair. Shipping Board vessels were eventually turned over to private owners, including States Steamship Company, a potential orphan in connection with the facility. The Federal presence continued when bureaus such as the Civil Works Administration (CWA) and the Works Progress Administration (WPA) provided project work at the dry dock facility. The State Emergency Relief Administration (SERA) of Oregon supplanted CWA work, when those projects terminated. World War II brought about a total cessation of normal shipping activity and mandated U. S. Government direction of shipping activities, including work at the St. Johns Dry Docks, through the War Shipping Administration and the U. S. Maritime Commission. Many of the contractors listed in the PRP summary table were engaged in work at the facility during the conflict. Albina Engine & Machine Works, Commercial Iron Works, Floating Marine Ways, Kaiser Company (and its subsidiary Oregon Shipbuilding Corporation), Northwest Marine Iron Works, Poole McGonigle & Jennings were all prominent players on the war-time scene.

The end of World War II signaled the close of Federal activity at the site, with the brief exception of work contracted by the U. S. Navy during the Korean War. Loss of these Federal contracts and the attendant mergers and dissolutions of the post-war era added impetus to the trend toward orphan status for companies formerly involved at the St. Johns Dry Docks.

Table 1: Summary of Facility PRPs

POTENTIALLY RESPONSIBLE PARTY	CONNECTION TO FACILITY / LOCATION	PERIOD OF OWNERSHIP / OCCUPANCY	OPERATIONS AND HAZARDOUS SUBSTANCE USE	REFERENCES
Albina Engine & Machine Works	Contractor at the Dry Docks (Central Parcel1)	1951	Conducted ship repair activities, potential contaminants include antifoulants and marine paint additives such as copper, zinc, lead, mercury, PAHs, and PCBs	Port records
Brand-S Co. / Brand-S Lumber Mills (formerly dba Portland Lumber Mills, Inc.)	Former property owner (Tax Lots 41, 99, & 124, mainly West Parcel)	1964 – 1979	Operated a lumber mill, potential contaminants include TPH, PAHs, and metals, phenol and formaldehyde (from glues), and VOCs	Chain-of-title, deed records
Roderick Buhtz	Former Property Owner (West Parcel)	~1950 – 1969	Unidentified activities	Chain-of-title, deed records
Burlington Northern Santa Fe Railroad	Adjacent Rail Bridge Owner	1906 to Present	Owned and maintained railroad tracks; potential contaminants include diesel (from transport), PCP and creosote (rail ties), heavy metals	Various
Chevron	Former owner/operator of the adjacent pipeline that paralleled the railroad	Prior to 1978	Operated a pipeline for transfer of diesel; potential contaminants include TPH (diesel-range organics), BTEX	Prior reports
City of Portland (Bureau of Environmental Services)	Owner of Outfall 49 (West Parcel)	1945 to Present	CSO discharges to property, potential contaminants include metals and PAHs	Prior reports, City of Portland records
City of Portland (Fire Department)	Contractor at the Dry Docks (Central Parcel)	1945	Conducted ship repair activities, potential contaminants include antifoulants and marine paint additives such as copper, zinc, lead, mercury, PAHs, and PCBs	Dockage Compilation Sheets, Port records
City of Portland (Portland Development Commission)	Former facility owner (East, Central and West Parcels)	1979 – 1996	Facilitated redevelopment of the facility, demolished buildings	Chain-of-title, deed records, PDC records
Colligan & Moore	Former occupant (Tax Lots 39 & 45)	1962	Unidentified activities	Chain-of-title, deed records
Columbia-Snake River Towing Co.	Contractor at the Dry Docks (Central Parcel)	1945	Conducted ship repair activities, potential contaminants include antifoulants and marine paint additives such as copper, zinc, lead, mercury, PAHs, and PCBs	Dockage Compilation Sheets, Port records
Commercial Iron Works	Contractor at the Dry Docks (Central Parcel)	1945	Conducted ship repair activities, potential contaminants include antifoulants and	Dockage Compilation Sheets, Port records

Table 1: Summary of Facility PRPs

POTENTIALLY RESPONSIBLE PARTY	CONNECTION TO FACILITY / LOCATION	PERIOD OF OWNERSHIP / OCCUPANCY	OPERATIONS AND HAZARDOUS SUBSTANCE USE	REFERENCES
			marine paint additives such as copper, zinc, lead, mercury, PAHs, and PCBs	
Connolly International Sales Co.	Former occupant (Tax Lots 39 & 45)	1968	Unidentified activities	City directories, Sanborn Fire Insurance maps
Energy Guard Corp.	Former occupant (West Parcel)	1980 – 1981	Unidentified activities	City directories, Sanborn Fire Insurance maps
Export Booms, Inc.	Former occupant (Tax Lots 39 & 45)	1965 – 1970	Unidentified activities	City directories, Sanborn Fire Insurance maps
Flakewood Inc.	Former occupant (Tax Lots 39 & 45)	1960 – 1968	Operated the former cooperage facility, unidentified activities	City directories, Sanborn Fire Insurance maps
Floating Marine Ways	Contractor at the Dry Docks (Central Parcel)	1945	Conducted ship repair activities, potential contaminants include antifoulants and marine paint additives such as copper, zinc, lead, mercury, PAHs, and PCBs	Dockage Compilation Sheets, Port records
Alivin Hamlin, et al	Former Property Owner (West Parcel)	~1950 – 1971	Unidentified activities	Chain-of-title, deed records
Helser Machine & Marine Works	Contractor at the Dry Docks (Central Parcel)	~1930 – 1945	Conducted ship repair activities, potential contaminants include antifoulants and marine paint additives such as copper, zinc, lead, mercury, PAHs, and PCBs	Port Records
Guy F. Atkinson Construction, LLC (formerly dba Willamette Iron & Steel Co. (WISCO))	Contractor at the Dry Docks (Central Parcel)	1945 – 1951	Conducted ship repair activities, potential contaminants include antifoulants and marine paint additives such as copper, zinc, lead, mercury, PAHs, and PCBs	Dockage Compilation Sheets, Port records
Kaiser Company	Contractor at the Dry Docks (Central Parcel)	1945	Conducted ship repair activities, potential contaminants include antifoulants and marine paint additives such as copper, zinc, lead, mercury, PAHs, and PCBs	Dockage Compilation Sheets, Port records
Knappton Towboat Co.	Contractor at the Dry Docks (Central Parcel)	1945	Conducted ship repair activities, potential contaminants include antifoulants and marine paint additives such as copper, zinc, lead, mercury, PAHs, and PCBs	Dockage Compilation Sheets, Port records
L&W Woodworking	Former occupant (East Parcel, Tax Lots 39 & 45)	1960 – 1968	Operated a woodworking business; potential contaminants include TPH, PAHs,	City directories, Sanborn Fire Insurance maps

Table 1: Summary of Facility PRPs

POTENTIALLY RESPONSIBLE PARTY	CONNECTION TO FACILITY / LOCATION	PERIOD OF OWNERSHIP / OCCUPANCY	OPERATIONS AND HAZARDOUS SUBSTANCE USE	REFERENCES
			and metals	
Louisiana Pacific (formerly dba Oregon-Washington Plywood Company)	Former occupant (West Parcel)	1930 – 1931	Operated a plywood mill; potential contaminants include TPH, PAHs, and metals, phenol and formaldehyde (from glues), and VOCs	City directories, Sanborn Fire Insurance maps
Marine & Industrial Supplies & Service Co.	Contractor at the Dry Docks (Central Parcel)	1951	Conducted ship repair activities, potential contaminants include antifoulants and marine paint additives such as copper, zinc, lead, mercury, PAHs, and PCBs	Port records
McCormick & Baxter	Adjacent Superfund Site	1944 – Present	Operated a wood-treating (creosoting) plant; potential contaminants include creosote, PAHs, diesel, BTEX, diisopropyl ether, pentachlorophenol, heavy metals such as arsenic, chromium, copper, and zinc.	DEQ records
Menasha Corp.	Former Property Owner (Tax Lot 124)	1978	Unidentified activities	Chain-of-title, deed records
Michael Chaney (Woodencraft Marine)	Former Property Owner and Lessee (Tax Lot 124)	1978	Unidentified activities	Chain-of-title, deed records
Northwest Marine Iron Works	Contractor at the Dry Docks, Building Owner (Central Parcel)	1951	Conducted ship repair activities, potential contaminants include antifoulants and marine paint additives such as copper, zinc, lead, mercury, PAHs, and PCBs	Dockage Compilation Sheets, Port records
Oregon Bridge and Dredge Company	Contractor at the Dry Docks (Central Parcel)	1932	Conducted ship repair activities, potential contaminants include antifoulants and marine paint additives such as copper, zinc, lead, mercury, PAHs, and PCBs	Dry Dock Logs
Oregon Division of State Lands (DSL)	Owner of Submersible and Submerged Lands	1990 to Present	Owner of submerged lands	Chain-of-title, deed records
Oregon Fire Log Company	Former occupant (Central Parcel)	~1980	Unknown activities	PDC Records
Oregon Shipbuilding Corp.	Contractor at the Dry Docks (Central Parcel)	1941 – 1953	Conducted ship repair activities, potential contaminants include antifoulants and marine paint additives such as copper, zinc, lead, mercury, PAHs, and PCBs	Dockage Compilations Sheets; Port Records

Table 1: Summary of Facility PRPs

POTENTIALLY RESPONSIBLE PARTY	CONNECTION TO FACILITY / LOCATION	PERIOD OF OWNERSHIP / OCCUPANCY	OPERATIONS AND HAZARDOUS SUBSTANCE USE	REFERENCES
Oregon Woodwork Ltd.	Former occupant (West Parcel)	1968 – 1970	Operated a woodworking business; potential contaminants include TPH, PAHs, and metals	City directories, Sanborn Fire Insurance maps
Pac-Mar (Pacific Marine Service)	Contractor at the Dry Docks (Central Parcel)	1951	Conducted ship repair activities, potential contaminants include antifoulants and marine paint additives such as copper, zinc, lead, mercury, PAHs, and PCBs	Port records
Poole, McGonigle & Jennings	Contractor at the Dry Docks (Central Parcel)	1943 - 1945	Conducted ship repair activities, potential contaminants include antifoulants and marine paint additives such as copper, zinc, lead, mercury, PAHs, and PCBs	Contract agreement with the Port for lease of tools (mentions WSA); Dockage Compilation Sheets, Port records
Port of Astoria	Contractor at the Dry Docks (Central Parcel)	1945	Conducted ship repair activities, potential contaminants include antifoulants and marine paint additives such as copper, zinc, lead, mercury, PAHs, and PCBs	Dockage Compilation Sheets, Port records
Portland Manufacturing Co.	Former property owner and occupant (Tax Lots 41, 99, & 124)	1901 – 1964	Operated a plywood mill; potential contaminants include TPH, PAHs, and metals, phenol and formaldehyde (from glues), and VOCs	Chain-of-title, deed records; City of Portland Gasoline and Motor Fuel Tank and Pump application for 6507 N. Richmond (4-9-1952)
Red Cedar Lumber Co.	Former occupant (Tax Lots 39 & 45)	1968 – 1970	Unidentified activities	City directories, Sanborn Fire Insurance maps
Richard J. Olsen Log Rafting Inc.	Former occupant (Tax Lots 39 & 45)	1972	Unidentified activities	City directories, Sanborn Fire Insurance maps
Robert McIntosh Engine and Machine Works	Contractor at the Dry Docks	1903-1951	Conducted ship repair activities, potential contaminants could include antifoulants and marine paint additives such as copper, zinc, lead, mercury, PAHs, and PCBs	Port records
Schlesser Sales Co.	Former occupant (Tax Lots 39 & 45)	1968 – 1972	Unknown activities	City directories, Sanborn Fire Insurance maps
Scritsmier Co. (Harold F. Scritsmier)	Former property owner (Central Parcel)	1953 – 1990	Operated a sawmill, potential contaminants include metals and PAHs	Chain-of-title, deed records
Shaver Transportation Company	Contractor at the Dry Docks (Central Parcel)	1945	Conducted ship repair activities, potential contaminants include antifoulants and marine paint additives such as copper, zinc,	Dockage Compilation Sheets, Port records

Table 1: Summary of Facility PRPs

POTENTIALLY RESPONSIBLE PARTY	CONNECTION TO FACILITY / LOCATION	PERIOD OF OWNERSHIP / OCCUPANCY	OPERATIONS AND HAZARDOUS SUBSTANCE USE	REFERENCES
			lead, mercury, PAHs, and PCBs	
Theodore Siegfried	Former Property Owner (West Parcel)	~1950 – 1958	Unidentified activities	Chain-of-title, deed records
Simpson Timber Company (formerly dba Plylock Corp. division of M&M Woodworking Co.)	Former occupant (West Parcel)	1930 – 1960	Operated the Portland Manufacturing Company plant for plywood production, potential contaminants include TPH, PAHs, and metals, phenol and formaldehyde (from glues), and VOCs	City directories, Sanborn Fire Insurance maps
Smith & Watson Iron Works	Contractor at the Dry Docks (Central Parcel)	1945 – 1951	Conducted ship repair activities, potential contaminants include antifoulants and marine paint additives such as copper, zinc, lead, mercury, PAHs, and PCBs	Dockage Compilation Sheets, Port records
States S.S. Co.	Contractor at the Dry Docks (Central Parcel)	10/18/1951	Conducted ship repair activities, potential contaminants include antifoulants and marine paint additives such as copper, zinc, lead, mercury, PAHs, and PCBs	Port records
St. Helens Ship Company	Contractor at the Dry Docks (Central Parcel)	1933	Conducted ship repair activities, potential contaminants include antifoulants and marine paint additives such as copper, zinc, lead, mercury, PAHs, and PCBs	Dry Dock Logs
Union Pacific Railroad	Adjacent Railroad Owner	1902 to Present	Owned and maintained railroad tracks; potential contaminants include diesel (from transport), PCP and creosote (rail ties), heavy metals	Various
U.S. Government (Department of Defense, War Assets Administration, War Shipping Administration, U.S. Maritime Commission)	Arranger	Various	Facilitated ship repair activities, potential contaminants include antifoulants and marine paint additives such as copper, zinc, lead, mercury, PAHs, and PCBs	Various
U.S. Army Corps of Engineers	Contractor at the Dry Docks (Central Parcel)	1945	Conducted ship repair activities, potential contaminants include antifoulants and marine paint additives such as copper, zinc,	Dockage Compilation Sheets, Port records

Table 1: Summary of Facility PRPs

POTENTIALLY RESPONSIBLE PARTY	CONNECTION TO FACILITY / LOCATION	PERIOD OF OWNERSHIP / OCCUPANCY	OPERATIONS AND HAZARDOUS SUBSTANCE USE	REFERENCES
			lead, mercury, PAHs, and PCBs	
Upper Columbia River Towing Company	Contractor at the Dry Docks (Central Parcel)	1945	Conducted ship repair activities, potential contaminants include antifoulants and marine paint additives such as copper, zinc, lead, mercury, PAHs, and PCBs	Dockage Compilation Sheets, Port records
Waxwing Cedar Products Ltd.	Former occupant (Tax Lots 39 & 45)	1965 – 1970	Unidentified activities	City directories, Sanborn Fire Insurance maps
West Coast Orient Co.	Former Property Owner (East Parcel)	1975 – 1980	Unidentified activities	Chain-of-title, deed records
Western Associates	Former Property Owner (East Parcel)	1957 – 1975	Unidentified activities	Chain-of-title, deed records
Western Cooperage Co.	Former owner (East Parcel)	1914 – 1953	Operated a timber product manufacturing company; potential contaminants include phenol, formaldehyde, TPH, PAHs, metals, VOCs, and PCBs	City directories, Sanborn Fire Insurance maps
Western Homes Inc.	Former occupant (Central Parcel)	1969 – 1970	Installed a fuel tank on Tax Lot 39 in 1980; potential contaminants include TPH, PAHs	City directories, Sanborn Fire Insurance maps; City of Portland Gasoline and Motor Fuel Tank and Pump application for the foot of N. Pierce (2-29-1960)
Western Timber Co.	Former Property Owner (West Parcel)	~1900 – 1907	Unidentified activities	Chain-of-title, deed records

8.2 Orphans

A preliminary analysis of the economic viability of each of the PRPs was conducted through a cursory review of corporate data utilizing the Oregon Business Registry database. In the event that no information was available for a particular PRP (generally historical information), a request was submitted to the Oregon Secretary of State Department for copies of corporate records. The following **Table 2** presents a summary of orphans identified in connection with the facility.

Willamette Cove can be characterized as an orphan site that once had substantial Federal involvement in dry dock facility operations. Many of the parties that formerly contracted for space at the St. Johns Dry Docks or did business on the various parcels in Willamette Cove are no longer extant. Thirty-six separate entities are listed in the accompanying Orphan Summary Table. Sixteen of these were contractors at the St. Johns Dry Docks; fourteen were associated with the woods product industry; and six were not specific as to their line of business.

Table 2: Summary of Orphan PRPs

POTENTIALLY RESPONSIBLE PARTY	CONNECTION TO FACILITY	DATE(S)	SOURCE OF INFORMATION	DISPOSITION
Albina Engine & Machine Works	Contractor at the Dry Docks	10/18/1951	Oregon Secretary of State	Dissolved in 1969; reportedly acquired by Dillingham Corporation in 1969, Dillingham was liquidated in 1996
Roderick Buhtz	Former Property Owner (West Parcel)	~1950 – 1969	No records identified	Unknown status
Colligan & Moore	Former occupant (Tax Lots 39 & 45)	1962	No records identified	Unknown status
Columbia-Snake River Towing Co.	Contractor at the Dry Docks	1945	Oregon Secretary of State	Dissolved in 1941
Commercial Iron Works	Contractor at the Dry Docks	1945	Oregon Secretary of State	Dissolved in 1947
Connolly International Sales Co.	Former occupant (Tax Lots 39 & 45)	1968	Oregon Secretary of State	Dissolved by the State of Oregon in 1972
Energy Guard Corp.	Former occupant (West Parcel)	1980 – 1981	Oregon Business Registry	Dissolved by the State of Oregon in 1989
Export Booms, Inc.	Former occupant (Tax Lots 39 & 45)	1965 – 1970	Oregon Secretary of State	Dissolved by the State of Oregon in 1975
Flakewood Inc.	Former occupant (Tax Lots 39 & 45)	1960 – 1968	Oregon Secretary of State	Dissolved in 1969
Floating Marine Ways	Contractor at the Dry Docks	1945	Oregon Secretary of State	Dissolved in 1975
Guy F. Atkinson Construction LLC	Contractor at the Dry Docks	1945 - 1951	PACER	Bankruptcy filed in August 1997
Alvin Hamlin, et al	Former Property Owner (West Parcel)	~1950 – 1971	No records identified	Unknown status
Kaiser Company	Contractor at the Dry Docks	1945	No records identified	Unknown status
Knappton Towboat Co.	Contractor at the Dry Docks	1945	Oregon Business Registry	Involuntary Revocation 1991
L&W Woodworking	Former occupant (Tax Lots 39 & 45)	1960 – 1968	Oregon Secretary of State	Dissolved in 1973
M&M Woodworking Co.	Former occupant (West Parcel)	1931 – 1960	Oregon Secretary of State	Dissolved 1957
Marine & Industrial Supplies & Service Co.	Contractor at the Dry Docks	1951	Oregon Secretary of State	Dissolved in 1955
McCormick & Baxter	Adjacent Superfund Site	1944-1990	EPA, DEQ	Orphan site, undergoing cleanup by DEQ
Michael Chaney (Woodencraft Marine)	Former Property Owner and Tenant (Tax Lot 124)	1978	No records identified	Unknown status

Table 2: Summary of Orphan PRPs

POTENTIALLY RESPONSIBLE PARTY	CONNECTION TO FACILITY	DATE(S)	SOURCE OF INFORMATION	DISPOSITION
Northwest Marine Iron Works	Contractor at the Dry Docks, Former Building Owner	1951	Oregon Business Registry	Merged and was subsequently named Northwest Marine, Inc. in 1990, current status unknown
Oregon Bridge and Dredge Company	Contractor at the Dry Docks	1932	No records identified	Unknown status
Oregon Fire Log Company	Former occupant (Central Parcel)	ca. 1980	No records identified	Unknown status
Oregon Shipbuilding Corp.	Contractor at the Dry Docks	1941 – 1953	Oregon Secretary of State	Kaiser Company is their presumed successor, status unknown
Oregon Woodwork Ltd.	Former occupant (West Parcel)	1968 – 1970	Oregon Business Registry	Dissolved by the State of Oregon in 1993
Pac-Mar (Pacific Marine Service)	Contractor at the Dry Docks	1951	Oregon Secretary of State	Dissolved in 1973
Poole, McGonigle & Jennings	Contractor at the Dry Docks	1943	No records identified	Unknown status
Portland Manufacturing Co.	Former property owner and occupant (Tax Lots 41, 99, & 124)	1901 – 1964	Oregon Secretary of State	Dissolved in 1966
Red Cedar Lumber Co.	Former occupant (Tax Lots 39 & 45)	1968 – 1970	No records identified	Unknown status
Richard J. Olsen Log Rafting Inc.	Former occupant (Tax Lots 39 & 45)	1972	No records identified	Unknown status
Robert McIntosh Engine and Machine Works	Contractor at the Dry Docks	1903-1951	No records identified	Unknown status
Schlesser Sales Co.	Former occupant (Tax Lots 39 & 45)	1968 – 1972	No records identified	Unknown status
Scritsmier Co. (Harold Scritsmier)	Former property owner (Central Parcel)	1953 – 1990	PDC Records	Status unknown, Harold Scritsmier has been deceased since 1990
Theodore Siegfried	Former Property Owner (West Parcel)	~1950 – 1958	No records identified	Unknown status
Smith & Watson Iron Works	Contractor at the Dry Docks	1945 – 1951	Oregon Secretary of State	Dissolved in 1933
States S.S. Co.	Contractor at the Dry Docks	10/18/1951	No records identified	Unknown status

Table 2: Summary of Orphan PRPs

POTENTIALLY RESPONSIBLE PARTY	CONNECTION TO FACILITY	DATE(S)	SOURCE OF INFORMATION	DISPOSITION
St. Helens Ship Company	Contractor at the Dry Docks	1933	No records identified	Unknown status
Upper Columbia River Towing Company	Contractor at the Dry Docks	1945	No records identified	Unknown status
Waxwing Cedar Products Ltd.	Former occupant (Tax Lots 39 & 45)	1965 – 1970	No records identified	Unknown status
West Coast Orient Co.	Former Property Owner (East Parcel)	1975 – 1980	Oregon Secretary of State	Dissolved by the State of Oregon in 1964
Western Associates	Former Property Owner (East Parcel)	1957 – 1975	No records identified	Unknown status
Western Cooperage Co.	Former Property Owner (East Parcel)	1914 – 1953	Port records	Presumed legally insolvent
Western Homes Inc.	Former occupant (Central Parcel)	1969 – 1970	Oregon Business Registry	Dissolved in 1990
Western Timber Company	Former Property Owner (West Parcel)	~1900 - 1907	No records identified	Unknown status

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FIGURES

TABLES

APPENDIX A
HISTORICAL FACILITY PHOTOGRAPHS

APPENDIX B
HISTORICAL PORT RECORDS

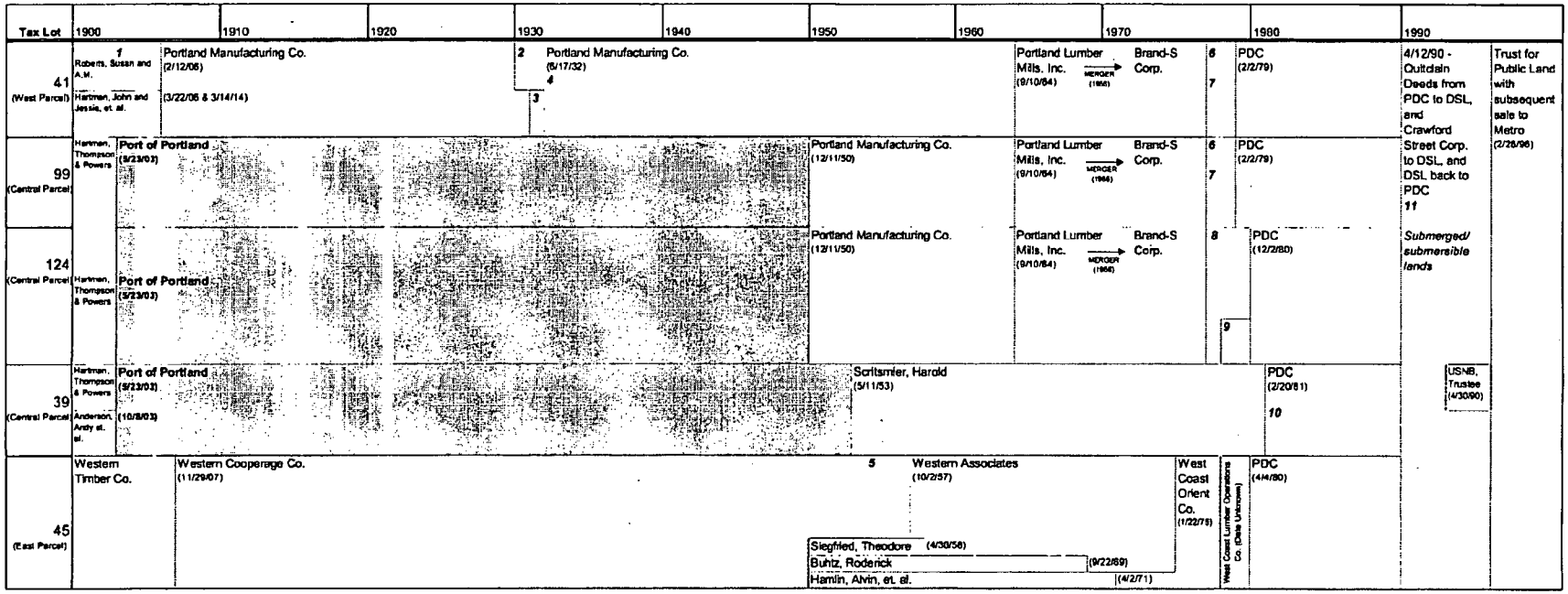
APPENDIX C
PDC RECORDS

APPENDIX D

MCCORMICK & BAXTER PHOTOGRAPHS AND MAPS

Table 3 - Property Ownership by Title Search
Willamette Cove
Portland, Oregon

Modified by the Port of Portland 2/2003
23998-910



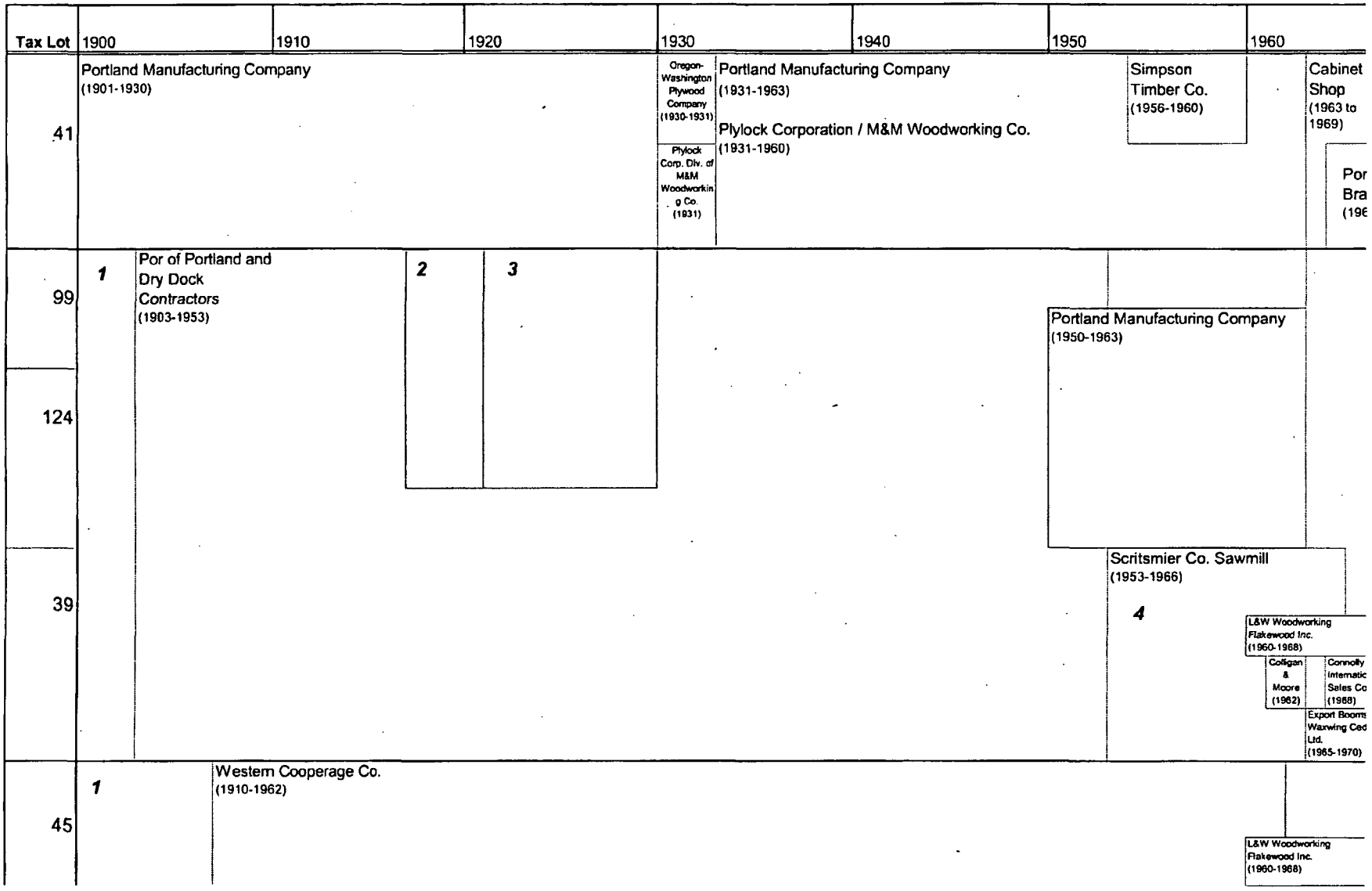
Notes:

- This table is based on a May 15, 2000 title search performed by Chicago Title and the Port of Portland Survey Department's interpretation of the legal descriptions in the deeds. Unknown records appear to be present, as such, this table should only be used as a general indication of ownership.
- Vertical lines are used to indicate a recorded sale (e.g., deed). The sale date and grantor are shown to the right of the line. A dashed vertical line indicates an inferred sale (no record) based on a subsequent sale record. In this case, the sale date is unknown.
- At some times, there were multiple owners of a specific tax lot.

Other Referenced Sale Transactions:

1. Record indicates transfer of a small portion along the western boundary of Tax Lot 41 from M.L. May Holbrook to Portland Manufacturing (3/6/03). No sale or transfer of property by the Port of Portland was recorded thereafter.
2. Sale to Portland Wood Products Co. (9/18/30) and subsequent lease to Oregon-Washington Plywood Co. (2/4/31).
3. Sale of buildings and equipment to Oregon-Washington Plywood Co. (2/4/31).
4. Portland Manufacturing Co. leased plant to M and M Woodworking Company - plant became known as the Plylock Corp. Division of M and M Woodworking Company
5. Sale from Western Cooperage, Inc., to Western Cooperage Co. (3/5/54).
6. Sale to Brand-S Lumber Mills (8/30/77)
7. Hart Crowser table shows a conveyance (Quitclaim Deed) for Lots 99 and 124 to PDC dated 2/15/79 (Item 31 on the Chicago Title report). Survey plotted boundaries according to the legal description in the Deed, which only covered Lot 124. There is a missing link in the chain of title for Lot 99 into PDC.
8. Brand-S Lumber Co. to Menasha Corp. and Menasha Corp. to Michael Charley (7/24/78).
9. Quitclaim Deed from Fribron to PDC and from Brand-S Lumber Co. to PDC (2/15/79)
10. Property acquired by Stipulated Judgement through a condemnation action in circuit court, however, the transaction was not recorded until April 30, 1990 in Book 2296, page 2824.
11. Crawford Street Corp. also listed as selling these tax lots to Division of State Lands (4/12/90).

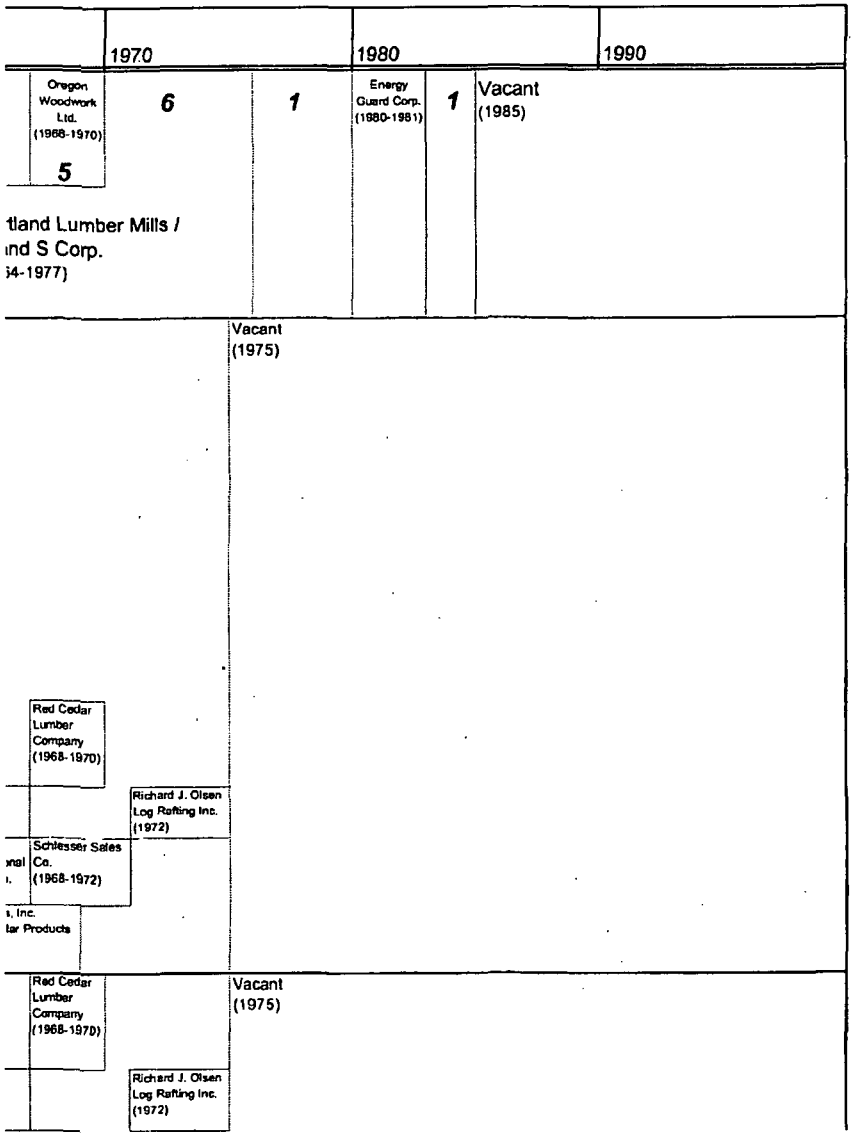
Table 4 - Historical Property Occupancy
Willamette Cove Upland Facility
Portland, Oregon



Confidential - Attorney Client Privilege

Notes

1. No record of occupancy for time period identified.
2. Lease for use of part of dry dock property by Western Cooperage Company from 9/3/13 to 9/3/19
3. Lease for Dry Dock operation to City of Portland, Commission of Public Docks from 12/1/20 to 12/1/30
4. Western Homes, Inc. - fuel tank installation (1960)
5. The 1969 Sanborn Fire Insurance Map shows Western Homes, Inc. on the West Parcel.
6. The 1975 city directory lists the area of the West Parcel as vacant.


1970
1980
1990
Oregon Woodwork Ltd. (1968-1970)
6
1
Energy Guard Corp. (1980-1981)
1
Vacant (1985)
5
tland Lumber Mills /
ınd S Corp.
54-1977)
Vacant (1975)
Red Cedar Lumber Company (1968-1970)
Richard J. Olsen Log Rafting Inc. (1972)
Schlesser Sales Co. (1968-1972)
Red Cedar Lumber Company (1968-1970)
Vacant (1975)
Richard J. Olsen Log Rafting Inc. (1972)


Schlesser Sales
Co.
(1968-1972)
, Inc.
lar Products

Table 5 - Facility Occupancy Summary
Willamette Cove Upland Facility
Portland, Oregon

Site Address / Reported Location	Occupant	Begin Date	End Date	Source
West Parcel	Portland Manufacturing Company	1901	1963	Hart Crowser Existing Data Report
Central Parcel	Port of Portland Dry Docks	1905	1953	Hart Crowser Existing Data Report
Foot of N. Richmond Avenue	Portland Manufacturing Company	1910	1910	City Directory
Foot of N. Pierce Avenue	Port of Portland Dry Docks	1914	1914	City Directory
Foot of N. Edgewater Street	Western Cooperage Co.	1923	1923	Building Department
Foot of N. Pierce Avenue	Western Cooperage Co.	1923	1923	Building Department
Foot of N. Edgewater Street	Western Cooperage Co.	1924	1924	Building Department
Foot of N. Pierce Avenue	Western Cooperage Co.	1924	1924	Building Department
Foot of N. Edgewater Street	Eastern Cooperage Co.	1925	1925	Building Department
Foot of N. Edgewater Street	Western Cooperage Co.	1925	1925	Building Department
Foot of N. Pierce Avenue	Western Cooperage Co.	1925	1925	Building Department
Fuel Department St. Johns	Western Cooperage Co.	1925	1925	City Directory
St. Johns Plant	Western Cooperage Co.	1925	1925	Building Department
St. Johns Plant of Western Cooperage	Western Cooperage Co.	1925	1925	Building Department
Foot of N. Pierce Avenue	Western Cooperage Co.	1927	1927	Building Department
Foot of N. Edgewater Street	Western Cooperage Co.	1928	1928	Building Department
Foot of W. Richmond St. Johns	Portland Manufacturing Company	1929	1929	City Directory
Foot of N. Edgewater between SPSRR & Dry Dock	Western Cooperage Co.	1930	1930	Building Department
Foot of N. Pierce Avenue	Western Cooperage Co.	1930	1931	Building Department
North of SPS Bridge on East Bank of Will River	Western Cooperage Co.	1930	1930	Building Department
West Parcel	(merger w/ Tacoma Veneer) Oregon-Washington Plywood Co.	1930	1930	Hart Crowser Existing Data Report
Foot of N. Richmond Avenue	Oregon-Washington Plywood Co.	1931	1931	City Directory
West Parcel	Plylock Corp. Division of M & M Wood Working Co.	1931	1931	Hart Crowser Existing Data Report
6507 N. Richmond Avenue	Portland Manufacturing Company	1932	1932	Sanborn Fire Insurance Map
6507 N. Richmond Avenue	Portland Manufacturing Company	1935	1950	City Directory
6507 N. Richmond Avenue	Plylock Corp. (veneer manufacturers)	1935	1955	City Directory
7208 N. Edgewater Street	Western Cooperage Co. (mill)	1935	1958	
6507 N. Richmond Avenue	Plylock Corp. Portland Mfg Co.	1939	1939	City Directory
Foot of N. Pierce Avenue	Western Cooperage Co.	1939	1960	City Directory
Foot of N. Richmond Avenue	St. Johns Dock	1939	1939	City Directory
Foot of N. Pierce Avenue	Port of Portland Dry Docks Western Cooperage Co. Plant	1940	1940	City Directory
Foot of N. Pierce Avenue	Scritsmier Co.	1953	1953	Building Department
Foot of N. Polk Avenue	Scritsmier Co. Sawmill	1953	1963	Hart Crowser Existing Data Report
Foot of N. Pierce Avenue	Scritsmier Co.	1954	1955	Building Department
6507 N. Richmond Avenue	Plylock Corporation	1955	1955	City Directory

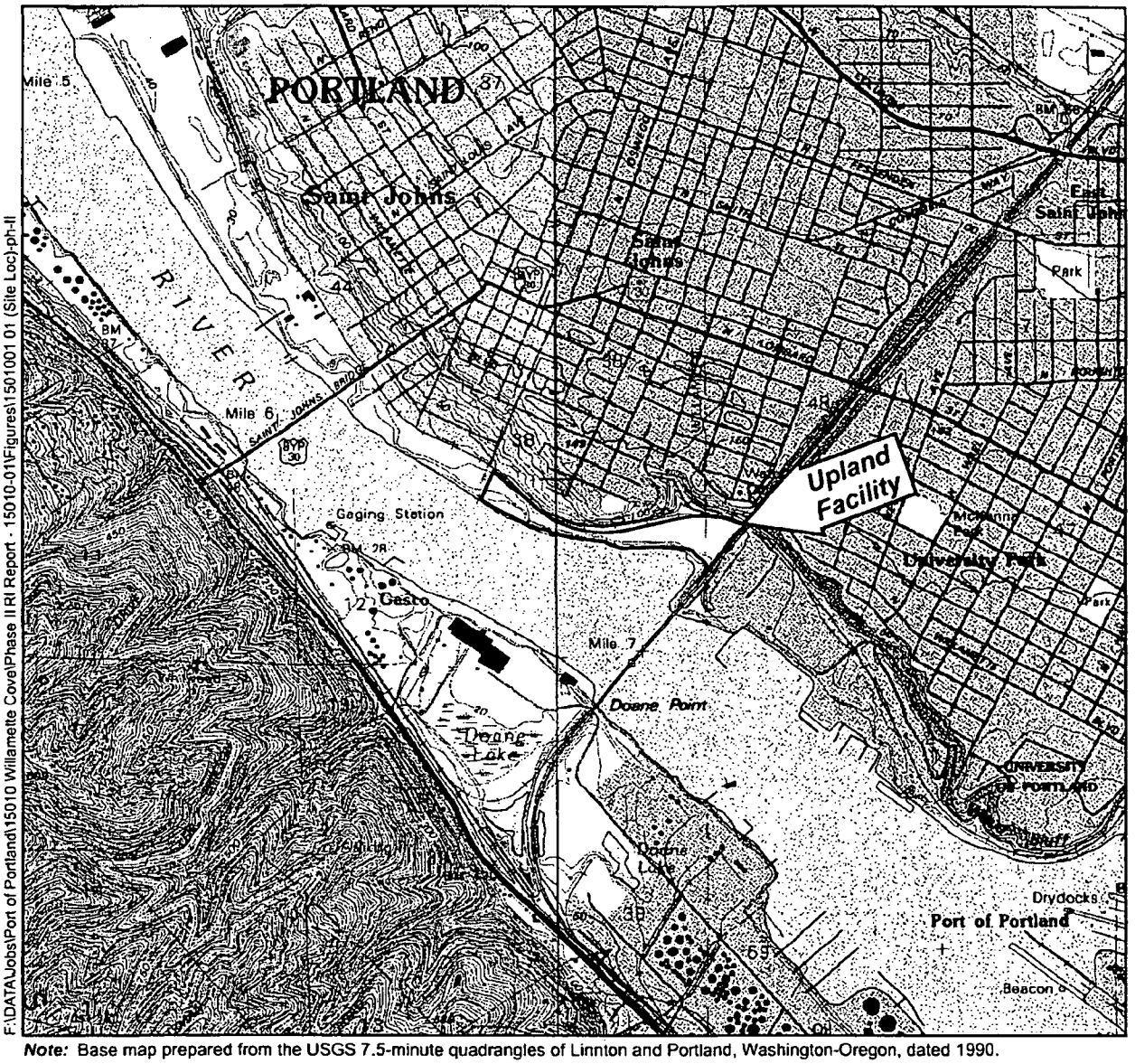
Table 5 - Facility Occupancy Summary
Willamette Cove Upland Facility
Portland, Oregon

Site Address / Reported Location	Occupant	Begin Date	End Date	Source
Foot of N. Pierce Avenue	Western Cooperage Co.	1955	1955	Sanborn Fire Insurance Map
Foot of N. Pierce Avenue	Scritsmier Co. Sawmill	1955	1963	Sanborn Fire Insurance Map
No Descript	Portland Manufacturing Company M&M Woodworking Company Plylock Corporation	1955	1955	Sanborn Fire Insurance Map
West Parcel	Simpson Timber Company	1956	1963	Hart Crowser Existing Data Report
6507 N. Richmond Avenue	Simpson Logging Company	1958	1963	Hart Crowser Existing Data Report
Foot of N. Pierce Avenue	Walter D. Porth (residence)	1958	1963	City Directory
6507 N. Richmond Avenue	Simpson Logging Co. Portland Plylock Division (veneer Mfrs)	1960	1960	City Directory
Foot of N. Edgewater Street	Western Homes Inc. (prefab homes)	1960	1960	City Directory
Foot of N. Pierce Avenue	L&W Woodworking Co.	1960	1968	Hart Crowser Existing Data Report
Foot of N. Pierce Avenue	Flakewood Inc. (mill)	1960	1968	Hart Crowser Existing Data Report
Foot of N. Pierce Avenue	Colligan & Moore	1962	1962	Building Department
West Parcel	Vacant / Cabinet Shop (no name)	1963	1969	Sanborn 1965 and 1969 Maps
6507 N. Richmond Avenue	Vacant	1965	1965	City Directory
Foot of N. Pierce Avenue	Export Booms, Inc.	1965	1970	Hart Crowser Existing Data Report
Foot of N. Pierce Avenue	Waxwing Cedar Products Ltd.	1965	1970	Hart Crowser Existing Data Report
No Descript.	Western Associates	1965	1965	Sanborn Fire Insurance Map
Foot of N. Pierce Avenue	H.F. Scritsmier	1966	1966	Building Department
6500 N. Pierce Avenue	Connollly International Sales Co.	1968	1968	Hart Crowser Existing Data Report
6507 N. Richmond Avenue	Oregon Woodwork Ltd.	1968	1970	Hart Crowser Existing Data Report
Foot of N. Pierce Avenue	Red Cedar Lumber Co. (sawmill)	1968	1970	Hart Crowser Existing Data Report
Foot of N. Pierce Avenue	Schlesser Sales Co. (plywood)	1968	1972	Hart Crowser Existing Data Report
West Parcel	Western Homes Inc.	1969	1969	Hart Crowser Existing Data Report
6507 N. Richmond Avenue	Oregon Woodwork Ltd.	1970	1970	City Directory
6507 N. Richmond Avenue	Brand S. Corp	1972	1972	Building Department
Foot of N. Pierce Avenue	Richard J. Olsen Log Rafting, Inc.	1972	1972	Hart Crowser Existing Data Report
6507 N. Richmond Avenue	Vacant	1975	1975	City Directory
6507 N. Richmond Avenue	Energy Guard Corp. (insulation manufacturers)	1980	1981	City Directory
6507 N. Richmond Avenue	Vacant	1985	1985	City Directory

Table 6 - Historical Chronology of Events
Willamette Cove Upland Facility
Portland, Oregon

Date	Event
1902	UPRR tracks laid at the northern boundary of the site
1903	Port purchases Central Parcel from private parties (Anderson and Holbrook)
1904	St. Johns Dry Dock begins operation
1906-1909	Construction of BNRR railroad bridge and embankment
1906-14	Portland Manufacturing Company (plywood mfg. Plant) purchases land in West Parcel and begins development of plywood mill
1907	Western Cooperage Co. purchases land in East Parcel (TL 45); continues operating on parcel through 1960s
1915	Western Cooperage manufacturing facilities built after filling and raising the uplands to current grade
1923	Second dry dock placed in operation
1924	Full development of Western Cooperage site; Willamette Cove used as log pond
1932-1963	West Parcel leased to Plylock Corp., Div. of M&M Wood Working Co.
1939	Paint shed added to Port Dry Dock facility
1944	McCormick and Baxter Creosoting Company begins wood-treating operations; retort for coal-tar based creosote treatment constructed in the following year
1947	Port grants easement to City of Portland for construction of 18-inch municipal sewer outfalling to Willamette River (OF-49)
1950	Port sells western end of Central Parcel (TL 99 and TL 124) to Portland Manufacturing Company (12/11/50)
1953	Port sells remainder of Central Parcel (TL 39) to Harold Scritsmier (5/11/53) who began construction of a sawmill near the north access pier of the docks.
1953	St. Johns Dry Dock moved to PSY (Dry Dock No. 2)
1954	McCormick and Baxter add retorts for PCP and chrome treatment
1956	Simpson Timber Company purchases M&M Wood Working Company
1957	Western Cooperage Co. sells property to Western Associates; subsequent sales in 1971 and 1975 to West Coast Orient Co. and West Coast Lumber Operations Co.
1959	Scritsmier sawmill in full operation
1963	Production discontinued at Plylock Corporation (plywood mill) on West Parcel
1964	West Parcel purchased by Portland Lumber Mills; occupied by Western Homes, Inc. (predecessor to Brand-S Corp?) through early 1970s
1965	Scritsmier sawmill ceased operations
1967	Most of the former dry dock wharves on the Central Parcel were removed
1970	McCormick and Baxter replaces chrome treatment with ammoniacal copper arsenate; in 1986 treatment changes to ammoniacal copper zinc arsenate
1972	Buildings on West Parcel were demolished
1976	Former log pond on West Parcel was filled
1977	Brand-S Lumber Mills purchases West Parcel from Brand-S Corp
1979	Harold Scritsmier conveys property to U.S. National Bank of Oregon; the land is subsequently transferred to PDC
1979	Brand-S Lumber sells West Parcel to PDC
1980	West Coast Lumber Operations Co. sells East Parcel to PDC
1983	First notice of off-site migration of contaminants from McCormick and Baxter's former waste disposal area
1988	McCormick and Baxter files for Chapter 11 bankruptcy and reorganization
1991	Lending institution takes control of McCormick and Baxter assets; operations cease
1994	McCormick and Baxter placed on National Priorities List (NPL)
1994	PDC grants easement to City of Portland for construction and operation of municipal sewer line
1996	PDC sells all properties (East, Central, and West Parcels) to Trust for Public Land (2/28/96) who in turn sells property to Metro (2/28/96)

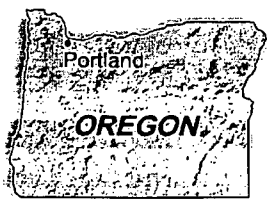
Location of Upland Facility
Willamette Cove
Portland, Oregon



Note: Base map prepared from the USGS 7.5-minute quadrangles of Linnton and Portland, Washington-Oregon, dated 1990.

0 2,000 4,000

Scale in Feet
Contour Interval 10 Feet



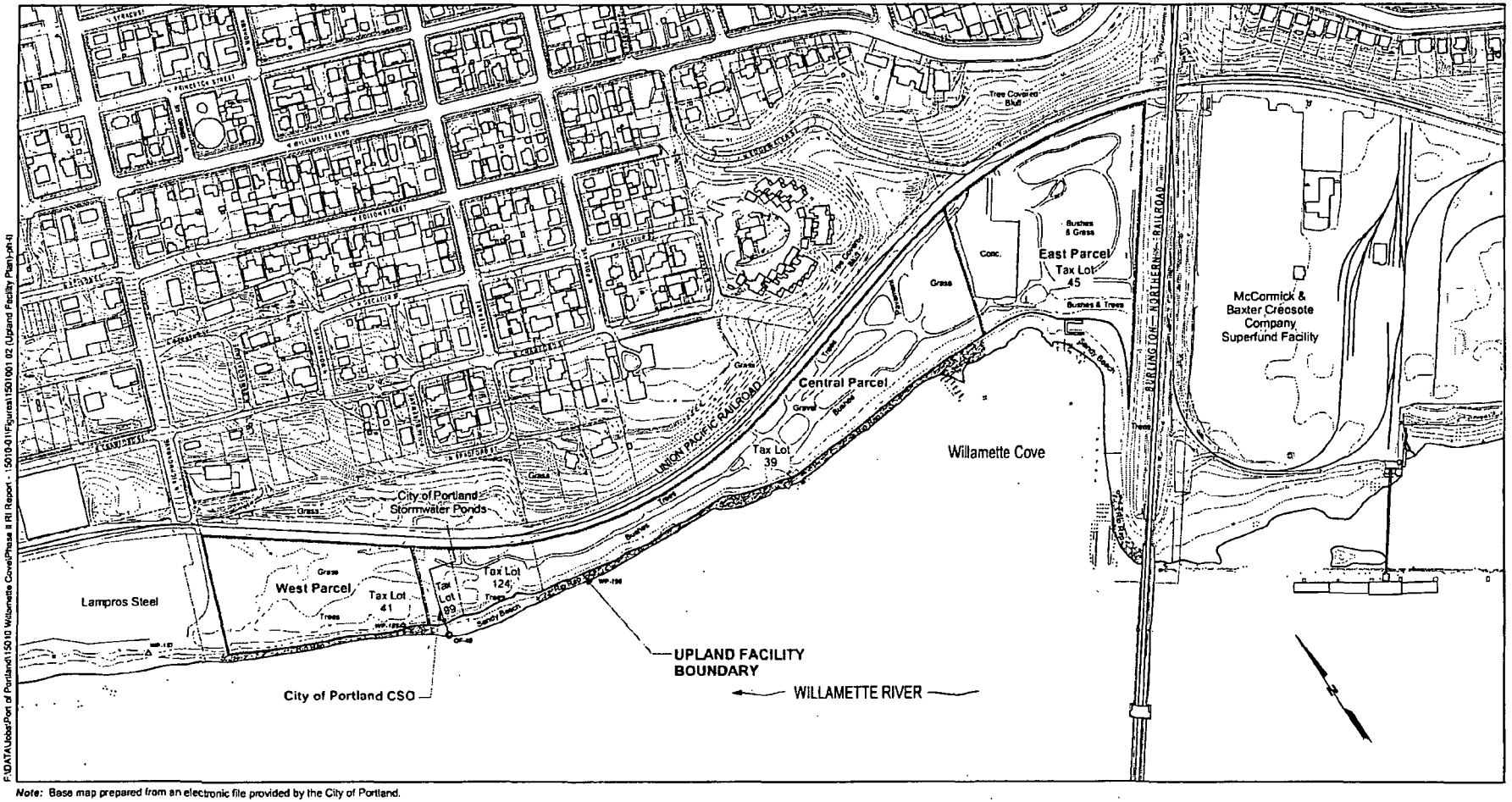
HARTCROWSER

15010-01 *11/02*

Figure 1

POPWC900081

Upland Facility and Vicinity
Willamette Cove
Portland, Oregon



F:\DATA\Jobs\Port of Portland\15010 Willamette Cove\Phase II RI Report - 15010-01\Figures\15010001 02 (Upland Facility Plan).ai

Note: Base map prepared from an electronic file provided by the City of Portland.

Legend:

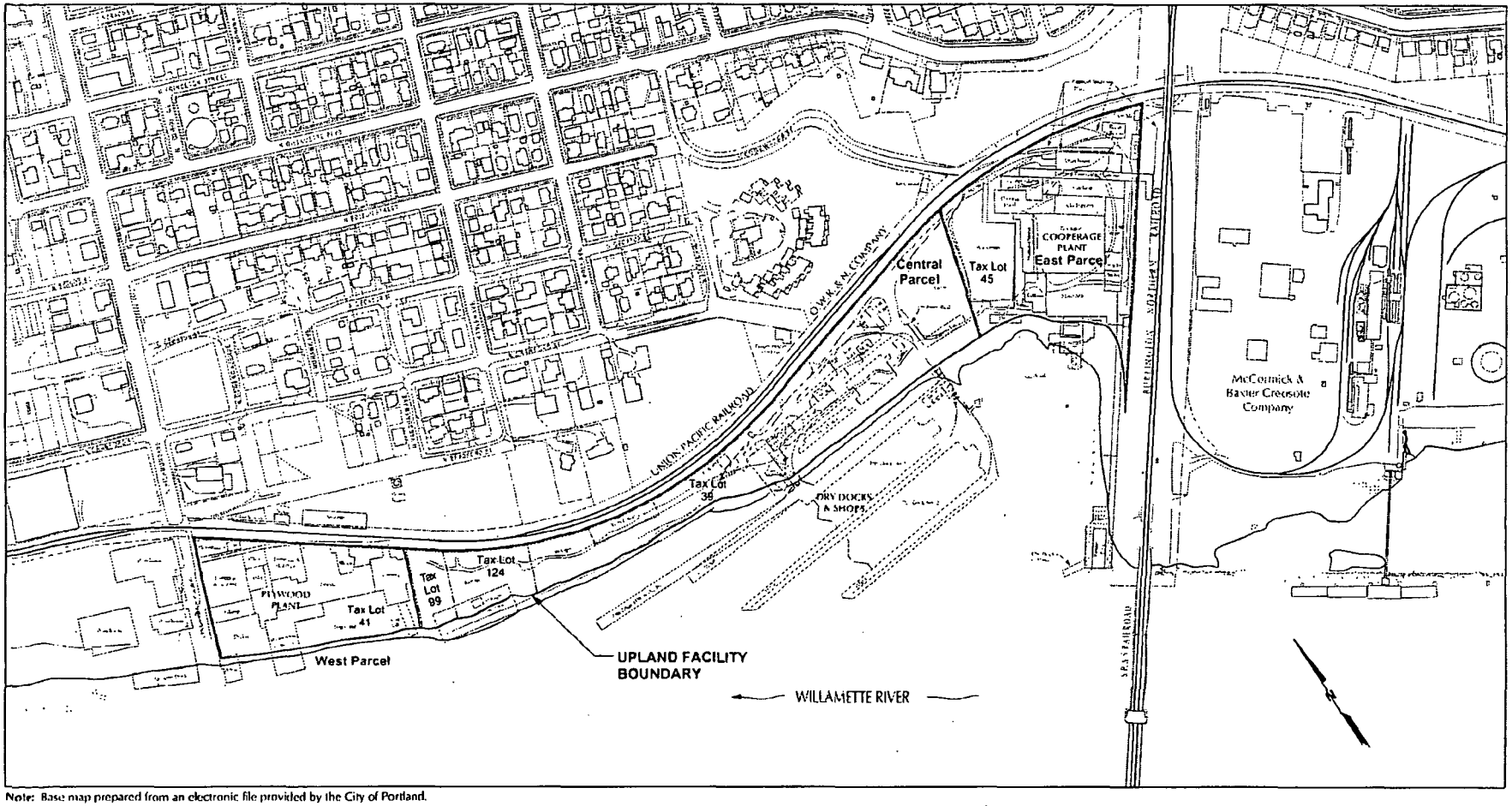
- Building
- Railroad Tracks
- Ground Surface Contour
- Combined Sewer Outfall Location and Number
- Private Outfall Location and Number

0 300 600
Approximate Scale in Feet

HARTCROWSER
15010-01 *3/03*
Figure 2

POPWC900082

Historical Plan of the Upland Facility
Willamette Cove
Portland, Oregon



Note: Base map prepared from an electronic file provided by the City of Portland.

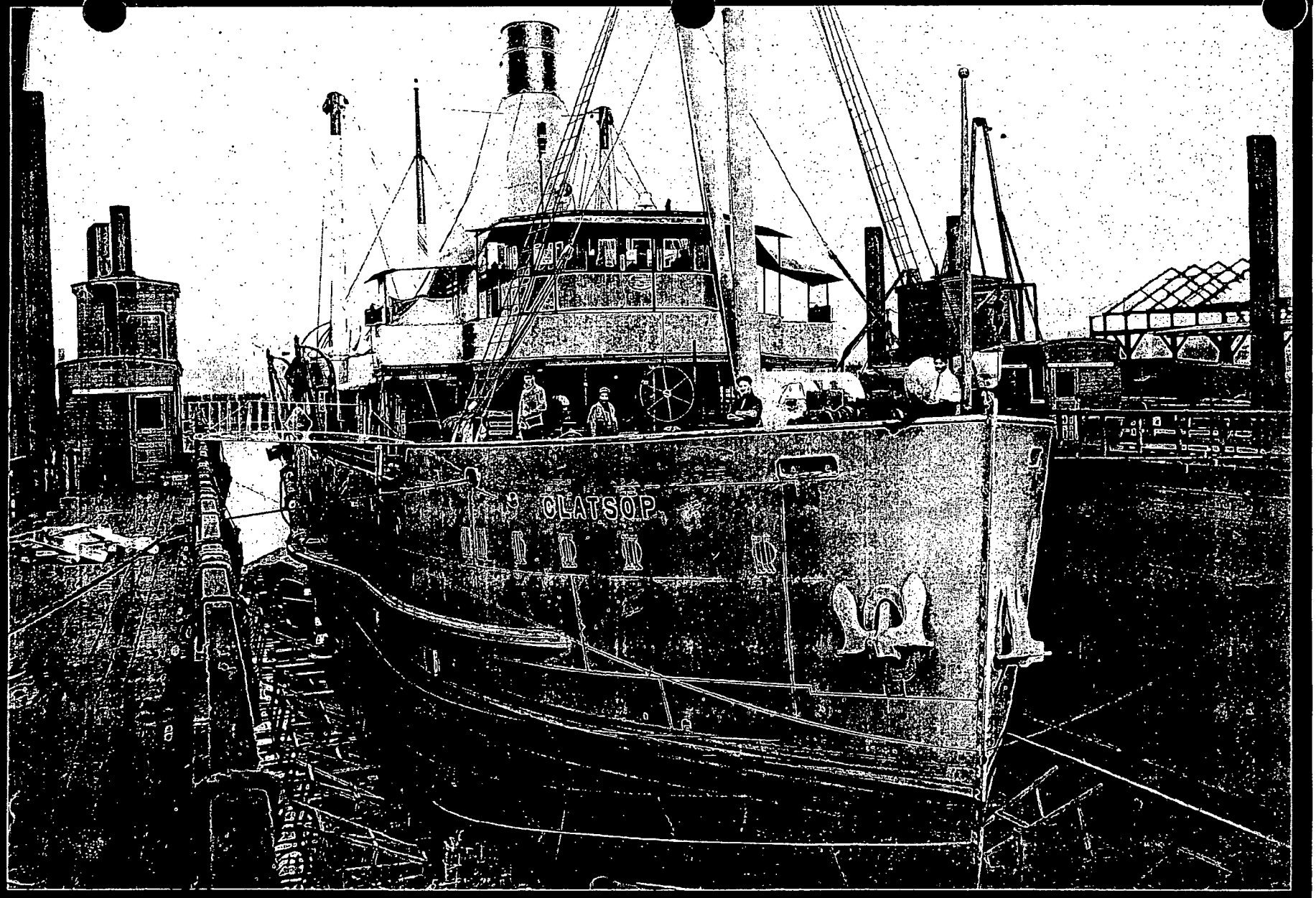
Legend:

- Building
- Railroad Tracks
- Former Site Features (~ 1950)
- Scritsmier Company Sawmill (~ 1960)

0 150 300 600
Approximate Scale in Feet

HARTCROWSER
15010-01 5/03
Figure 3

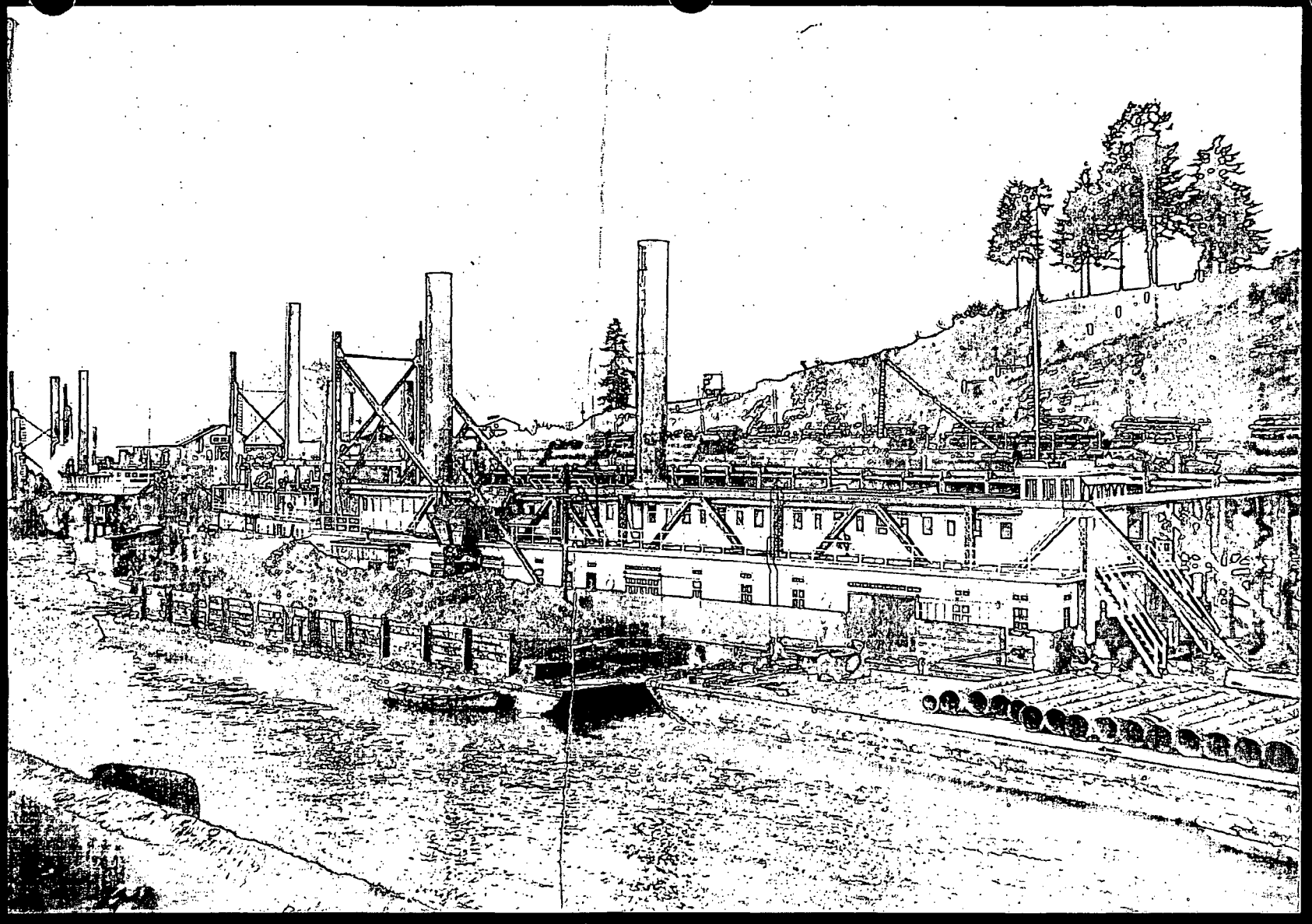
POPWC900083



PH DD 1912 4001 00 0001 0

U.S. Dredge Clatsop self propelled and hopper-bottom.
At Oregon Dry Dock 1912

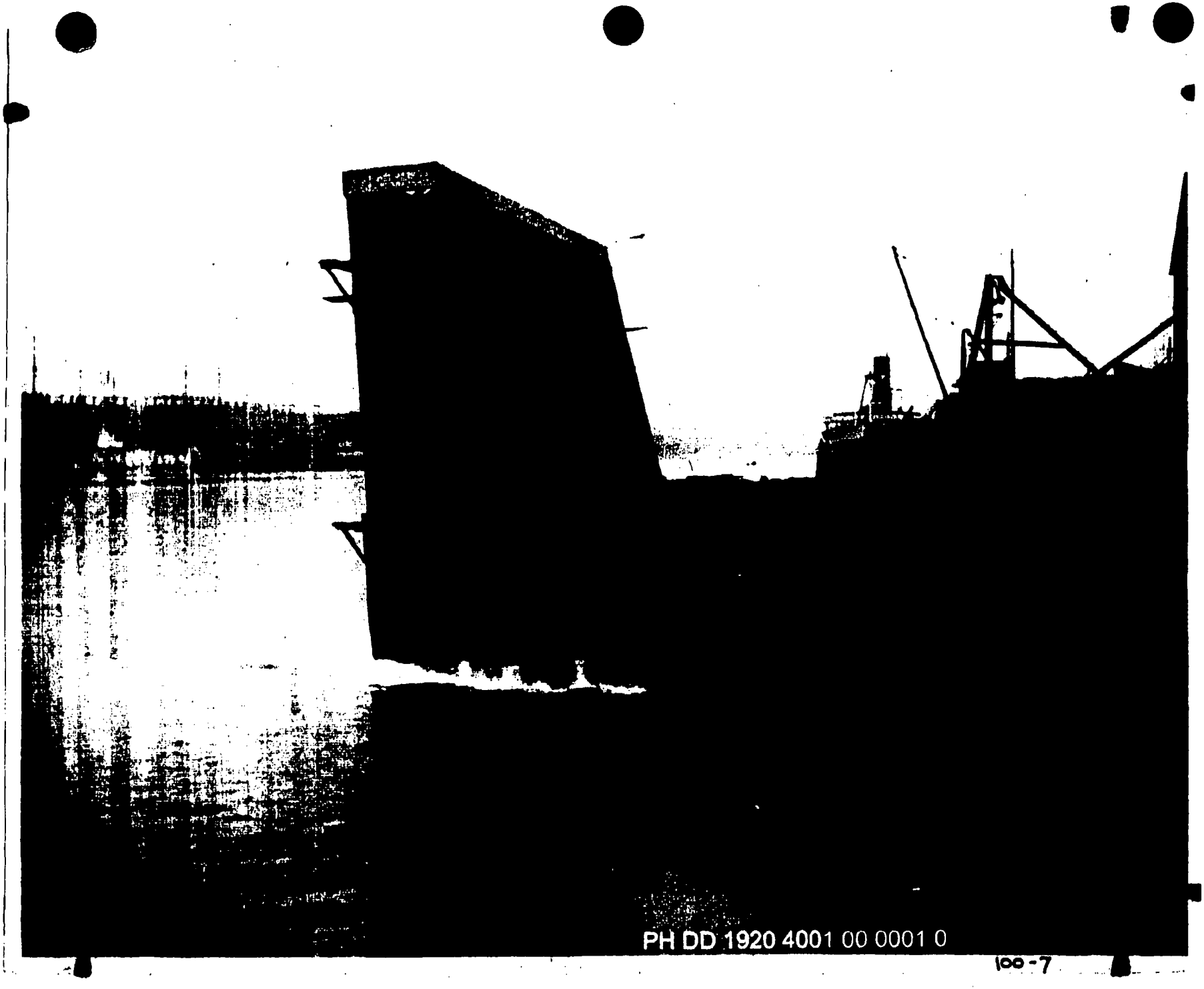
POPWC900084



PH DD 1913 4001 00 0013 0

The Port of Portland Dredges Columbia, Portland, and Willamette at Dry Dock. Feb 1913

POPWC900085



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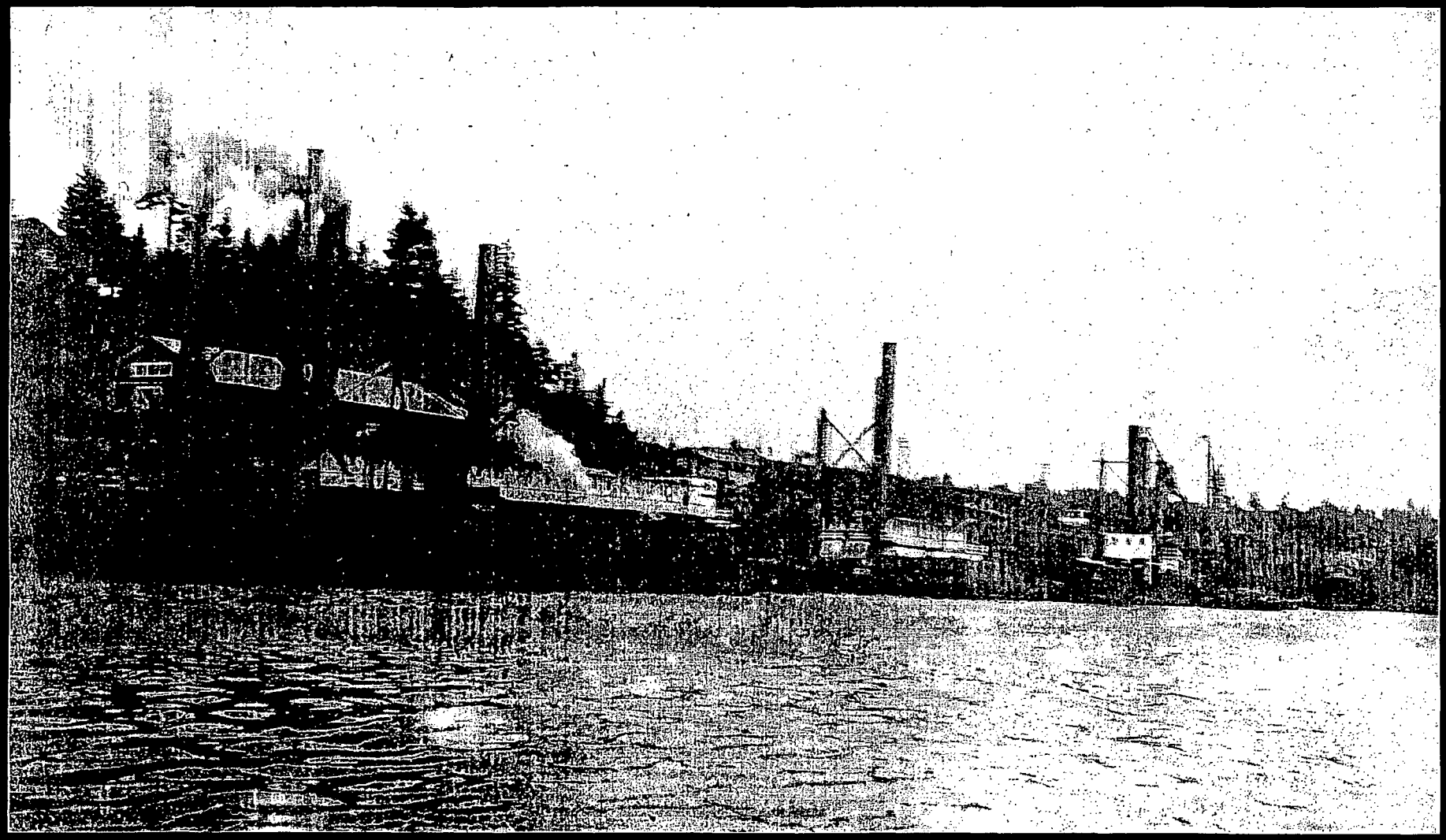
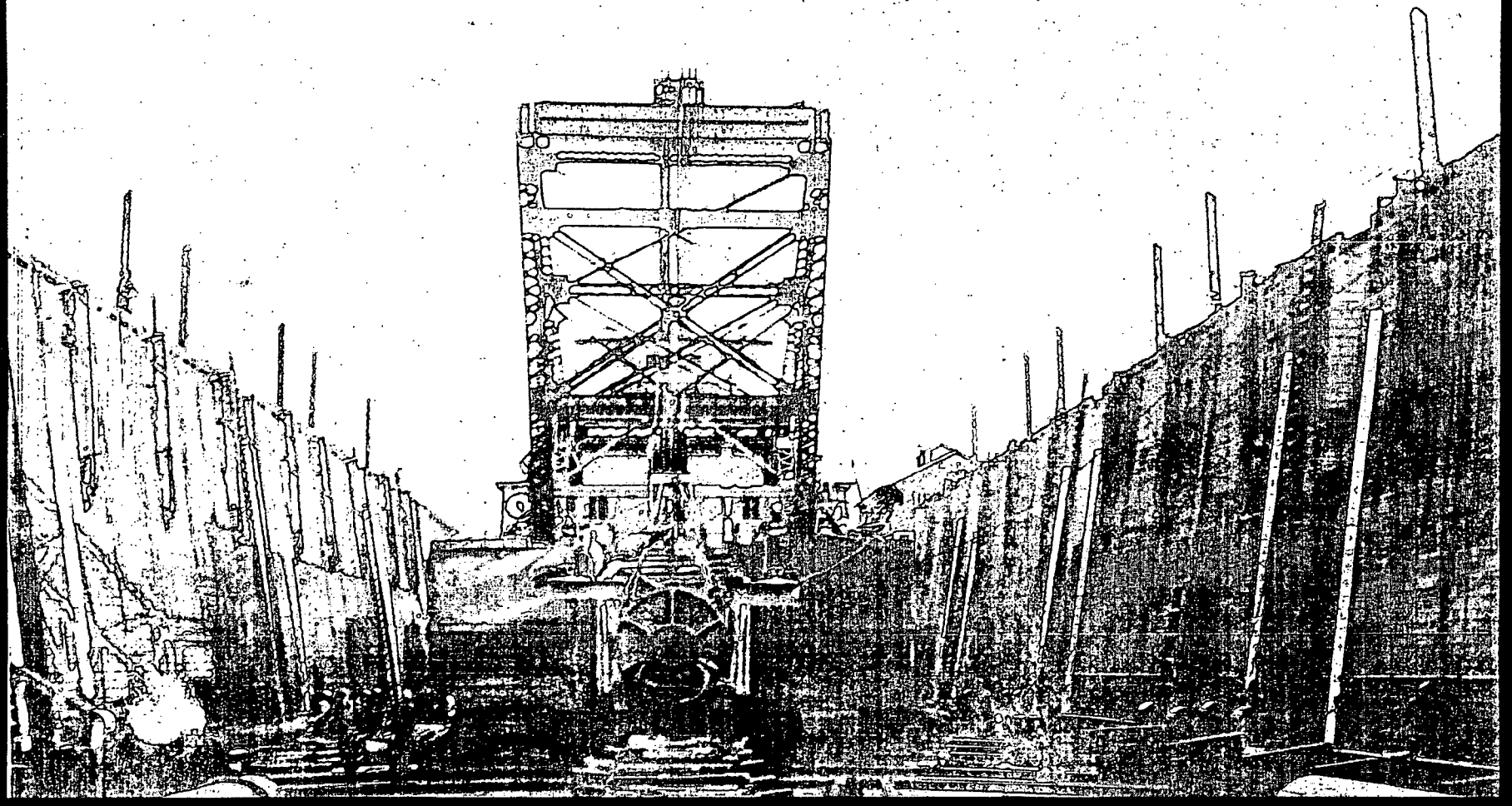


PH DD 1913 4001 00 0002 0

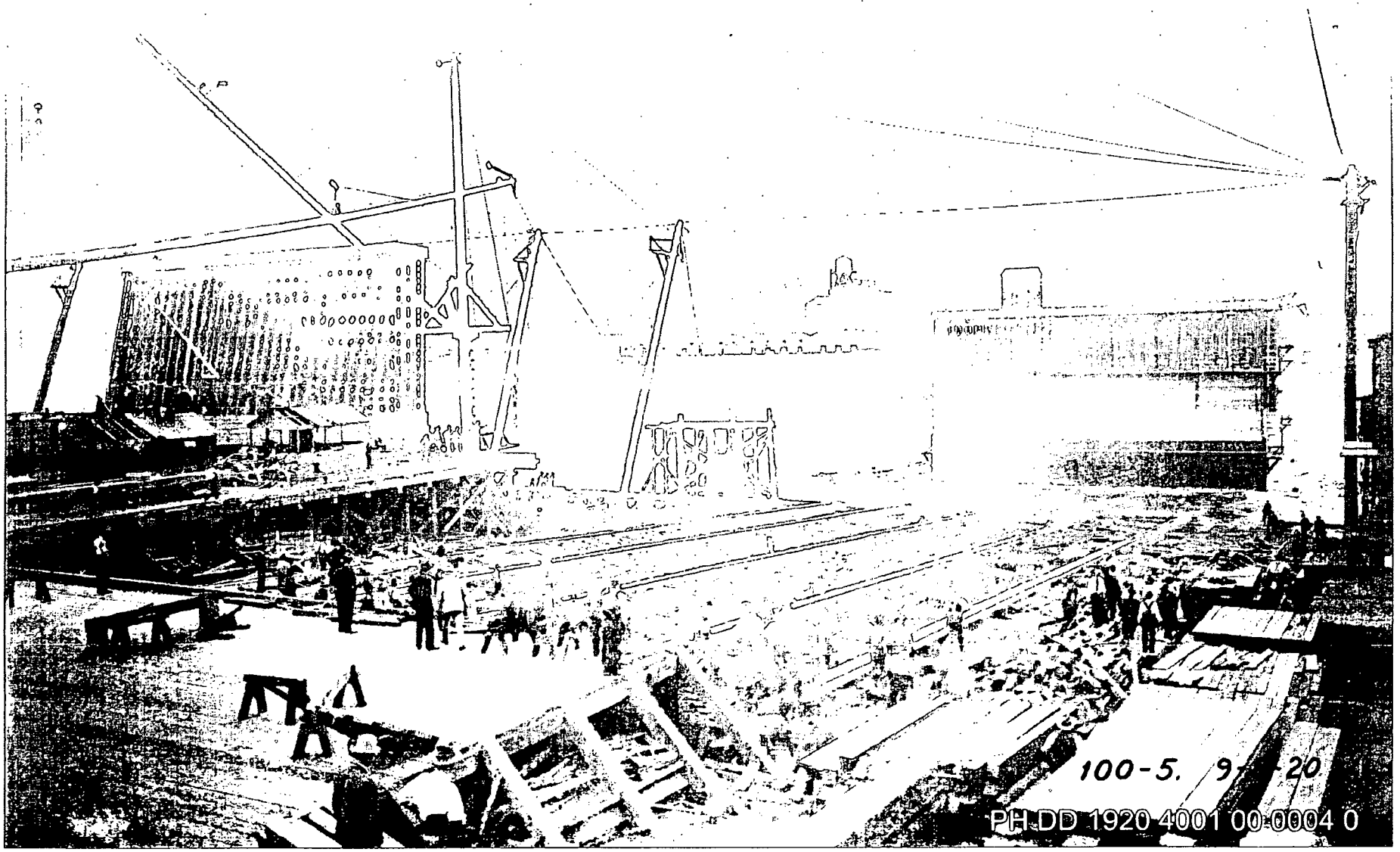
Dredge Columbia, Portland and Willamette at Dry Dock, Feb. 1913

POPWC900088



PH DD 1913 4001 00 0009 0

The Port of Portland Dredge Columbia in Dry Dock, Dec. 1913
The Port of Portland Dry Dock completed in 1903 cost complete, including real estate, $364,000. Length 468ft. Width between wings 82ft. Depth over keel blocks 25ft. Lifting capacity 10,000 tons.



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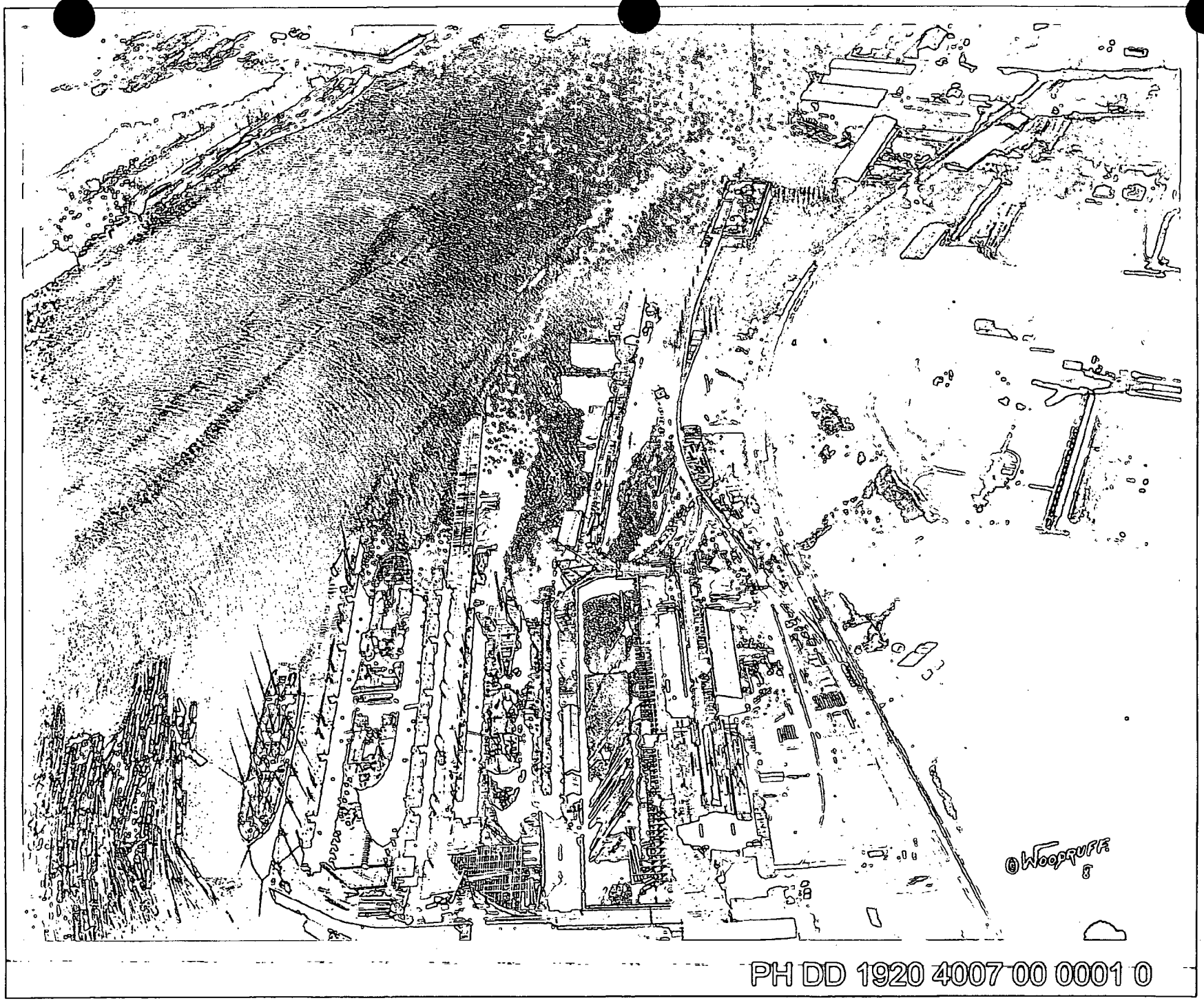

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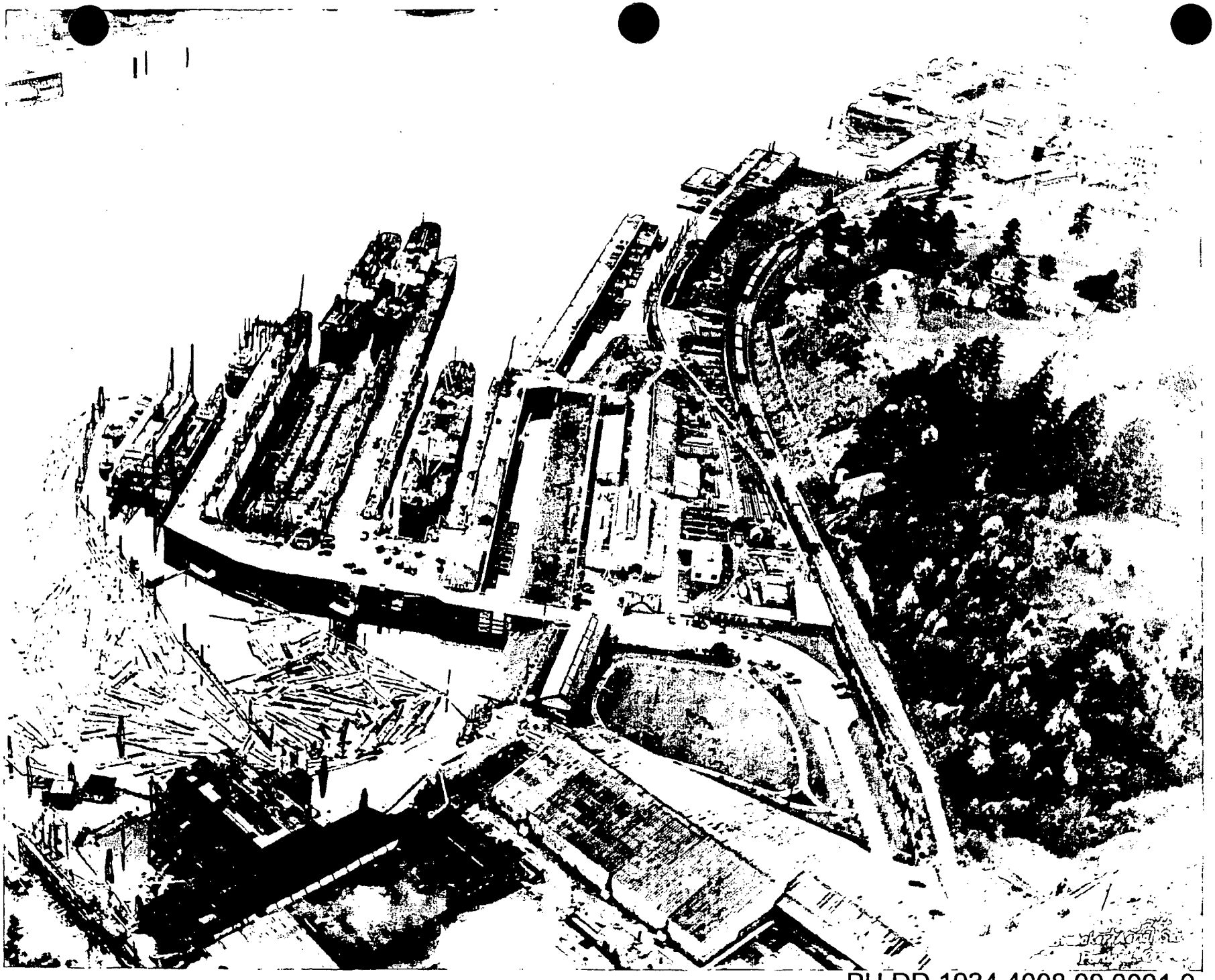

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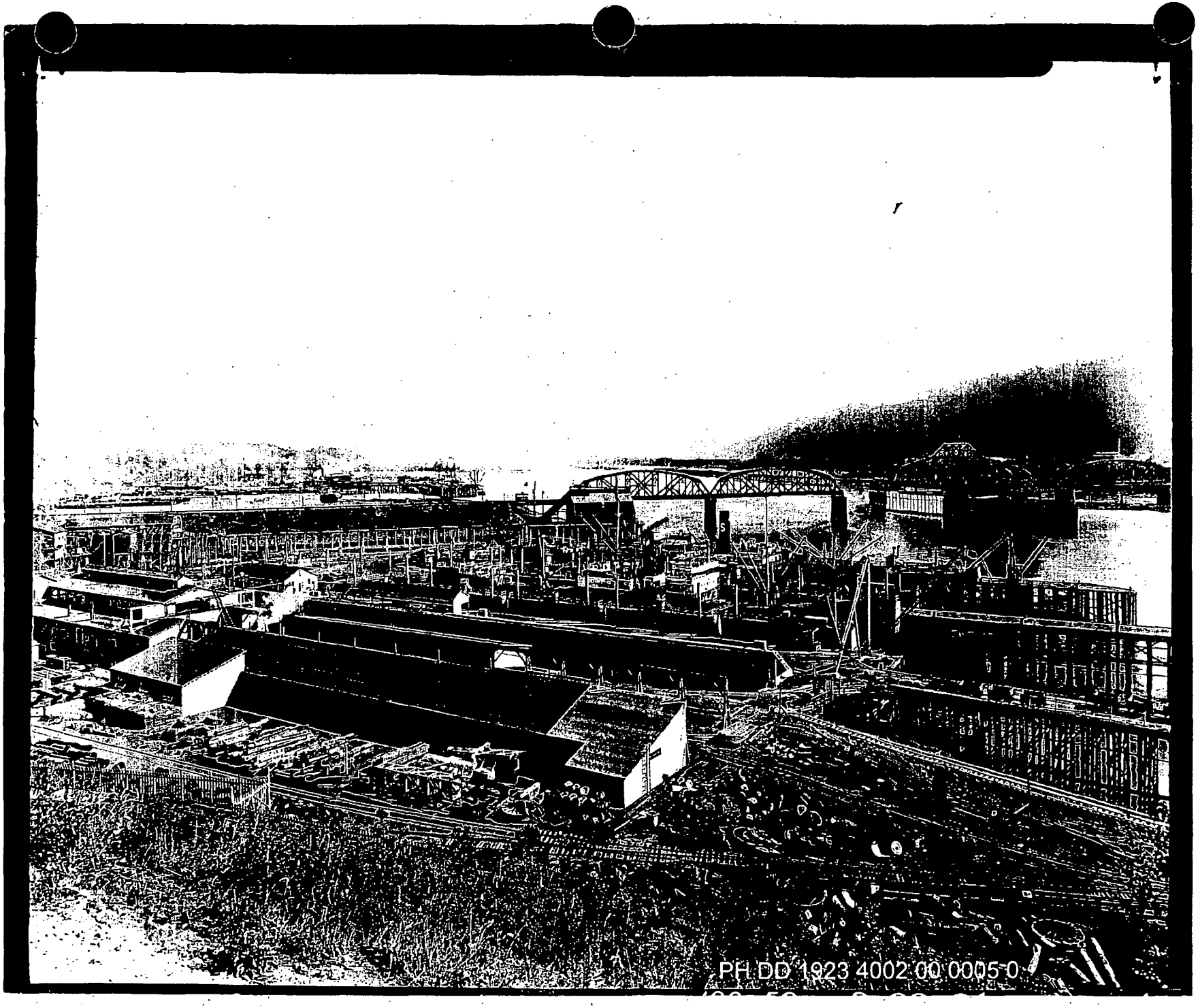

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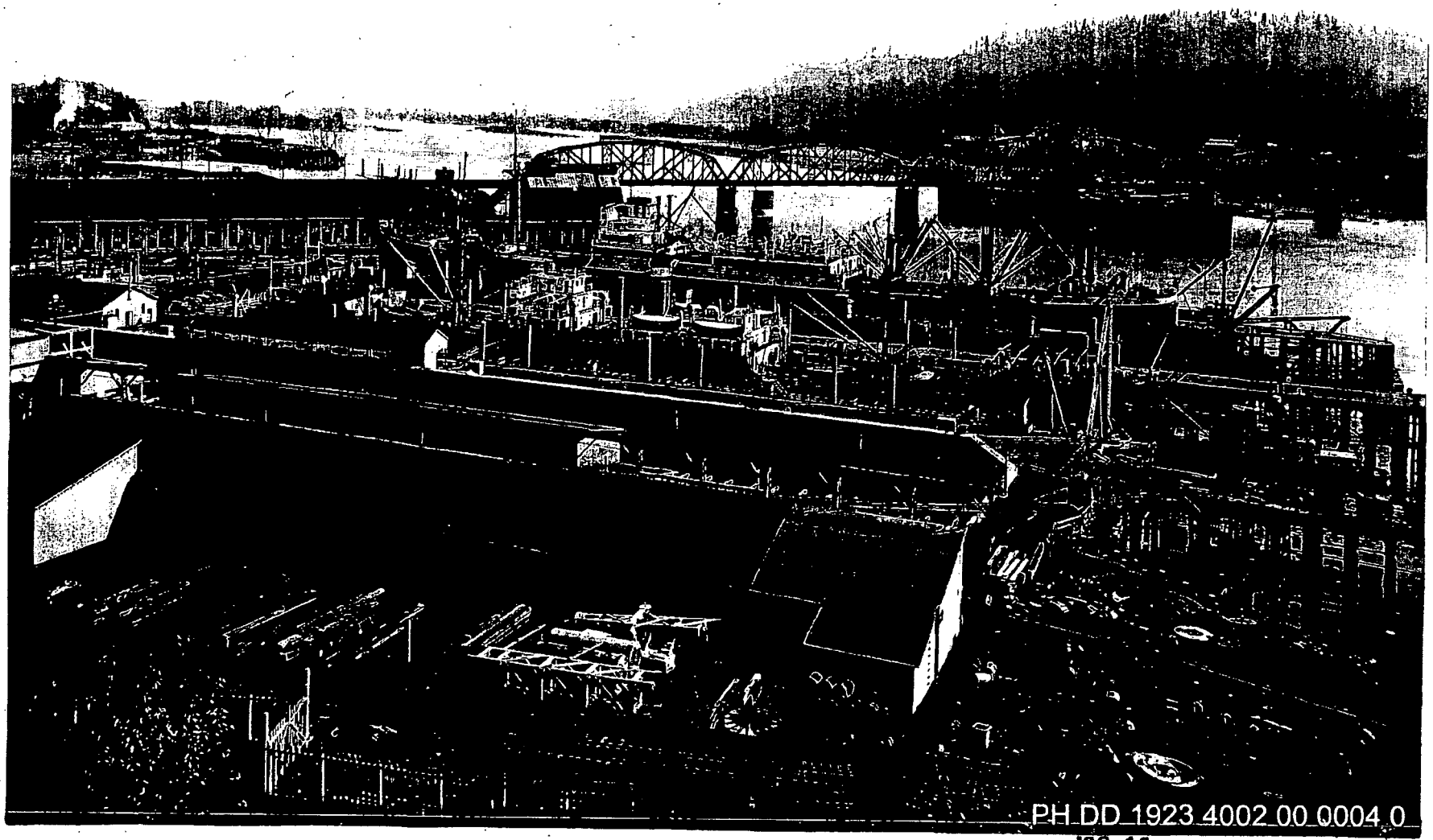

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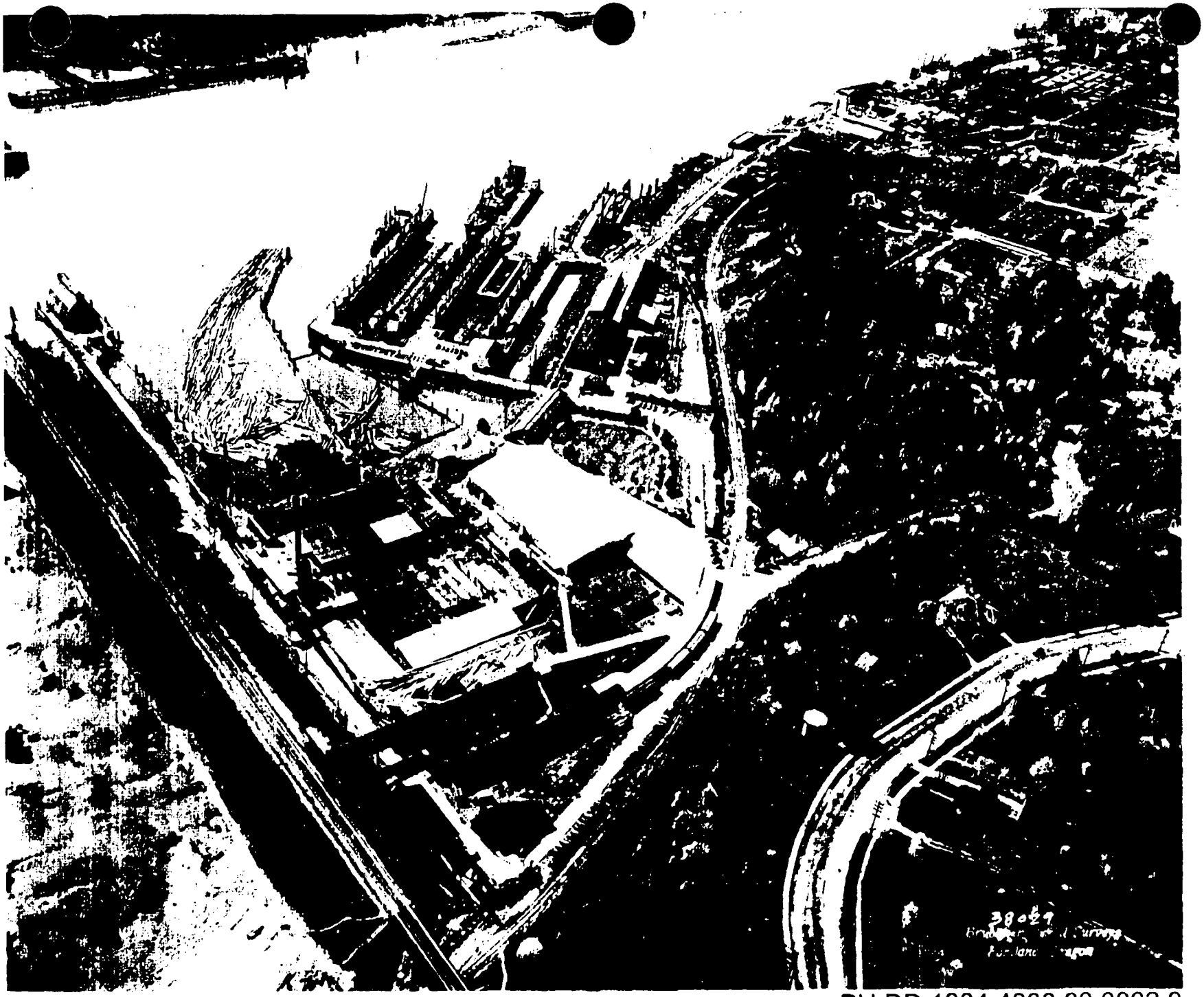

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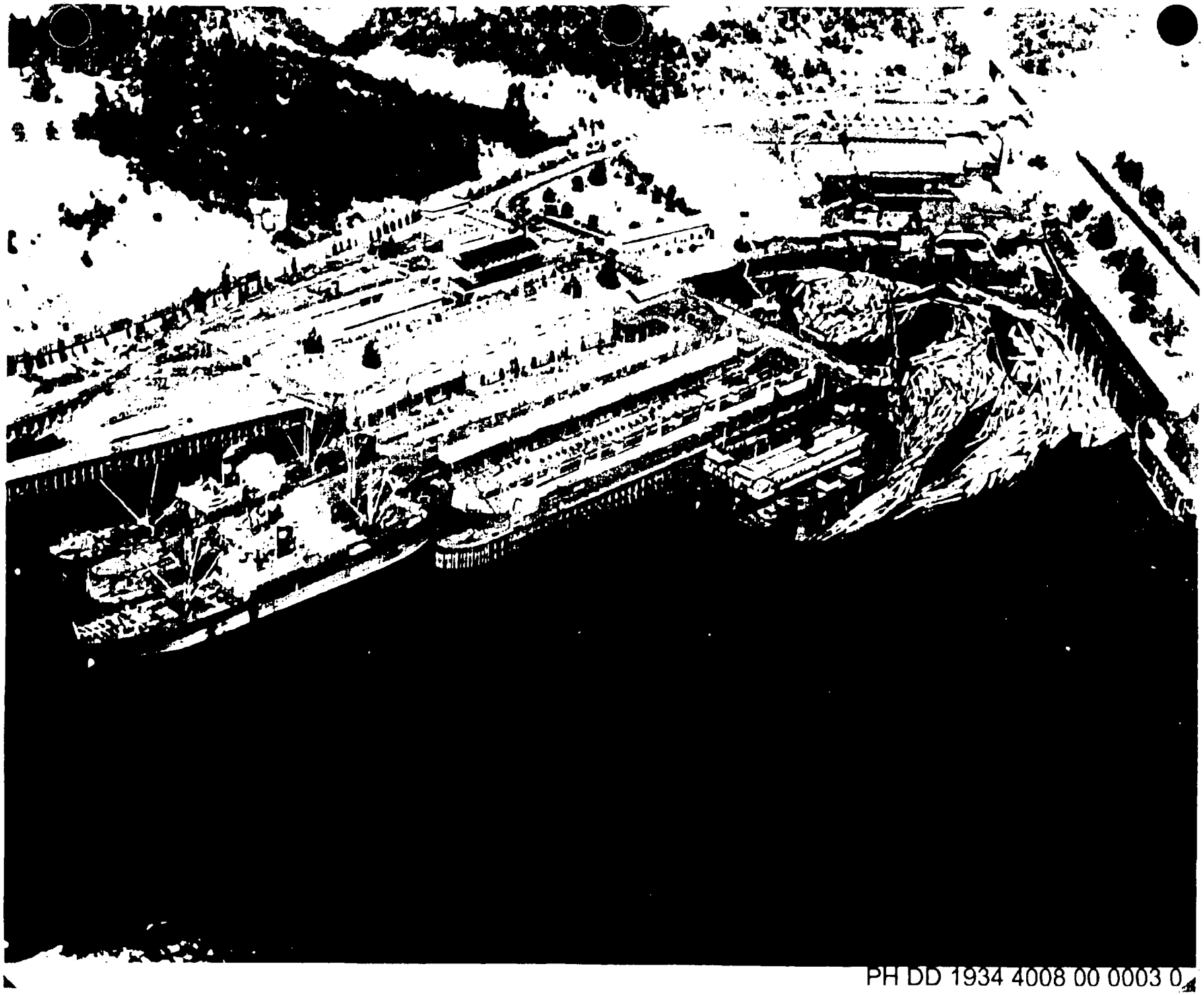

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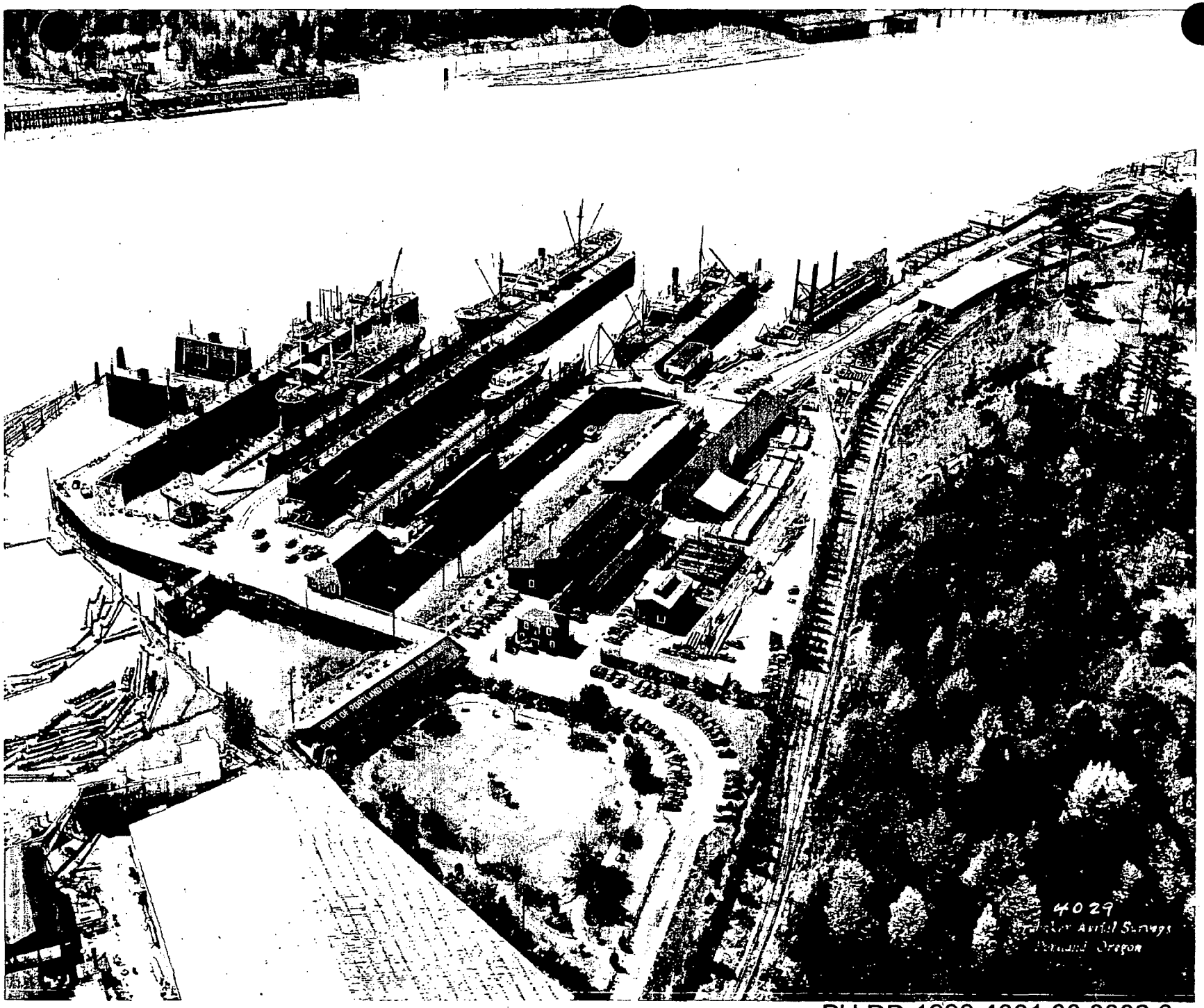

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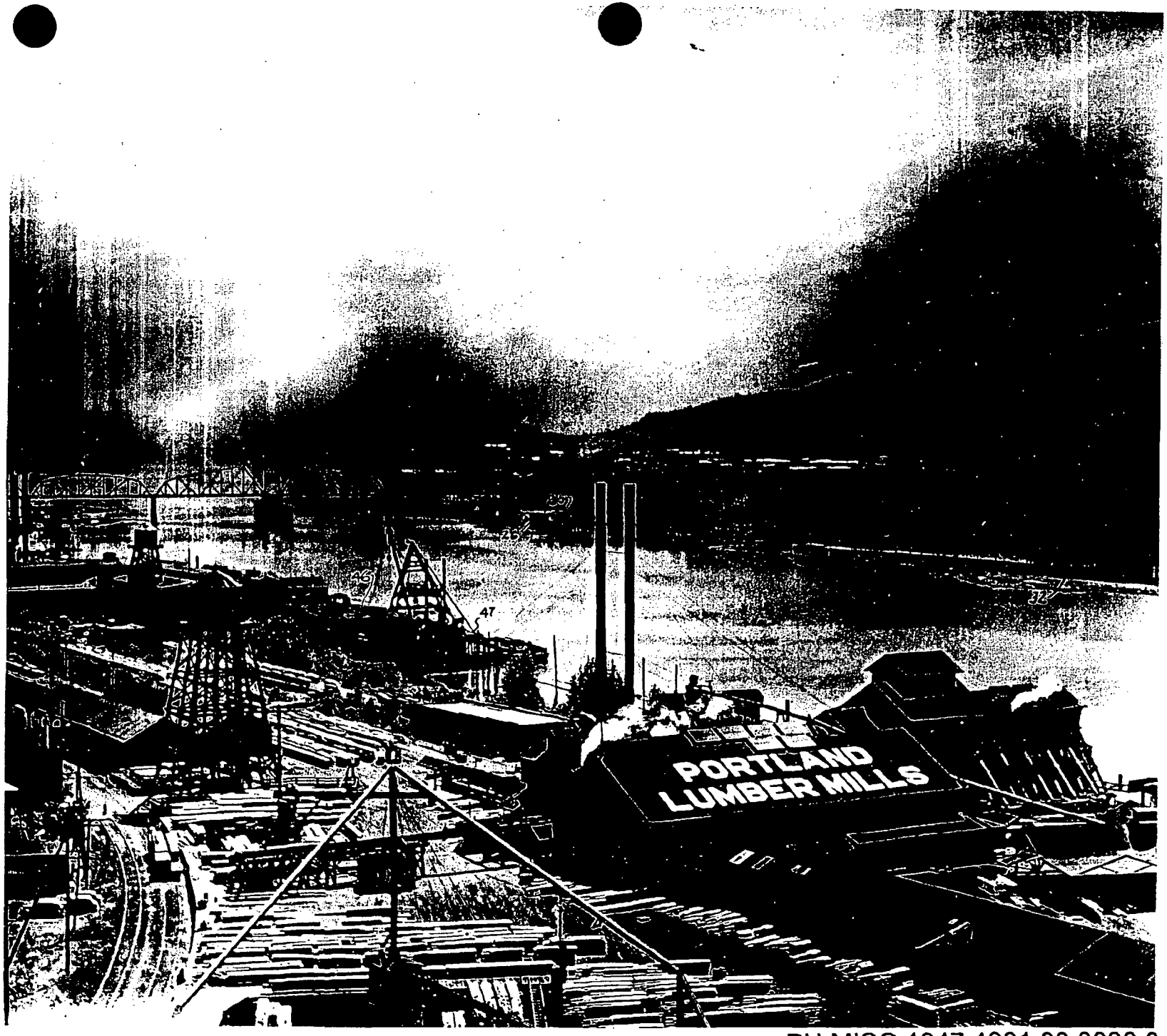

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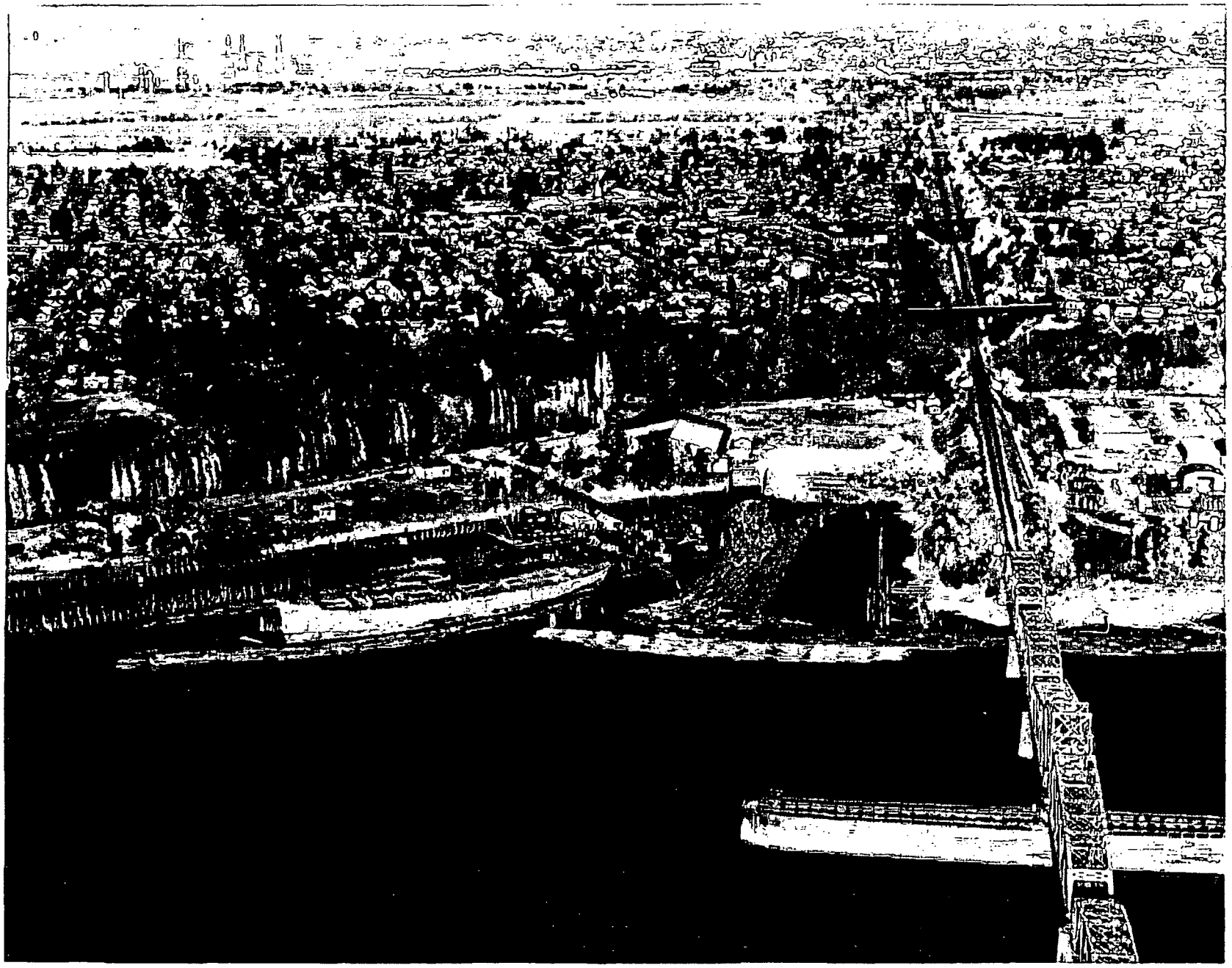

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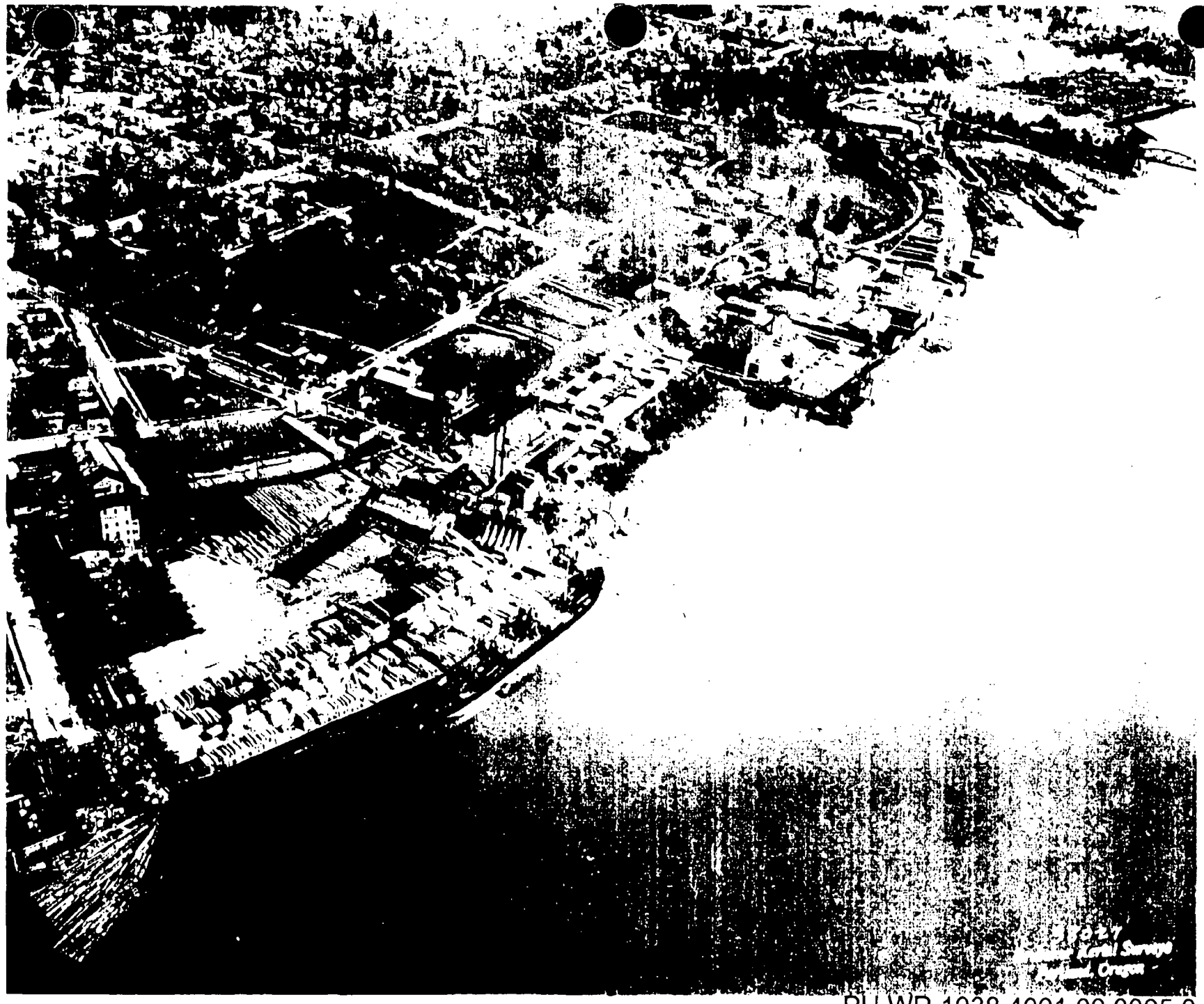

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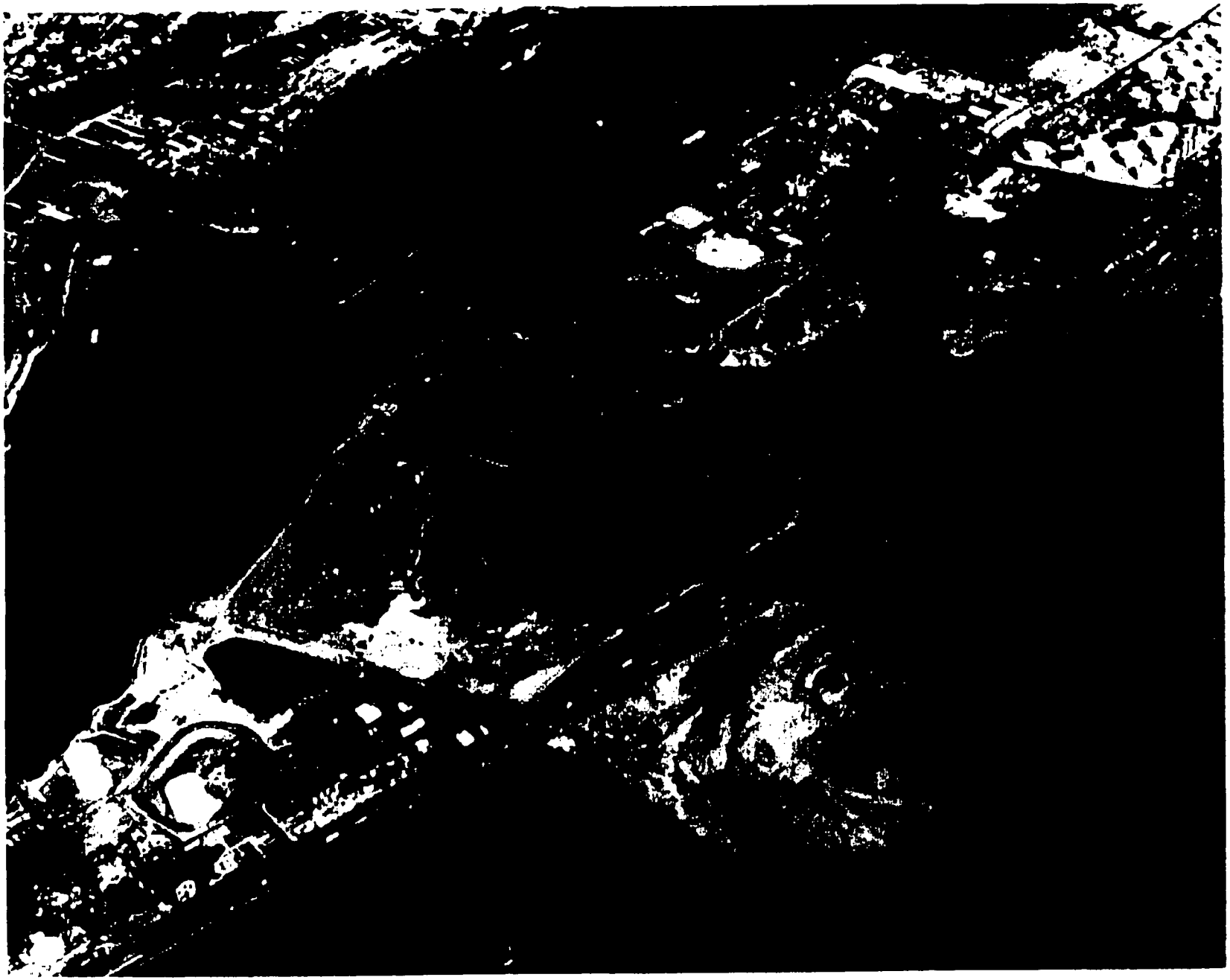

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POPWC900105

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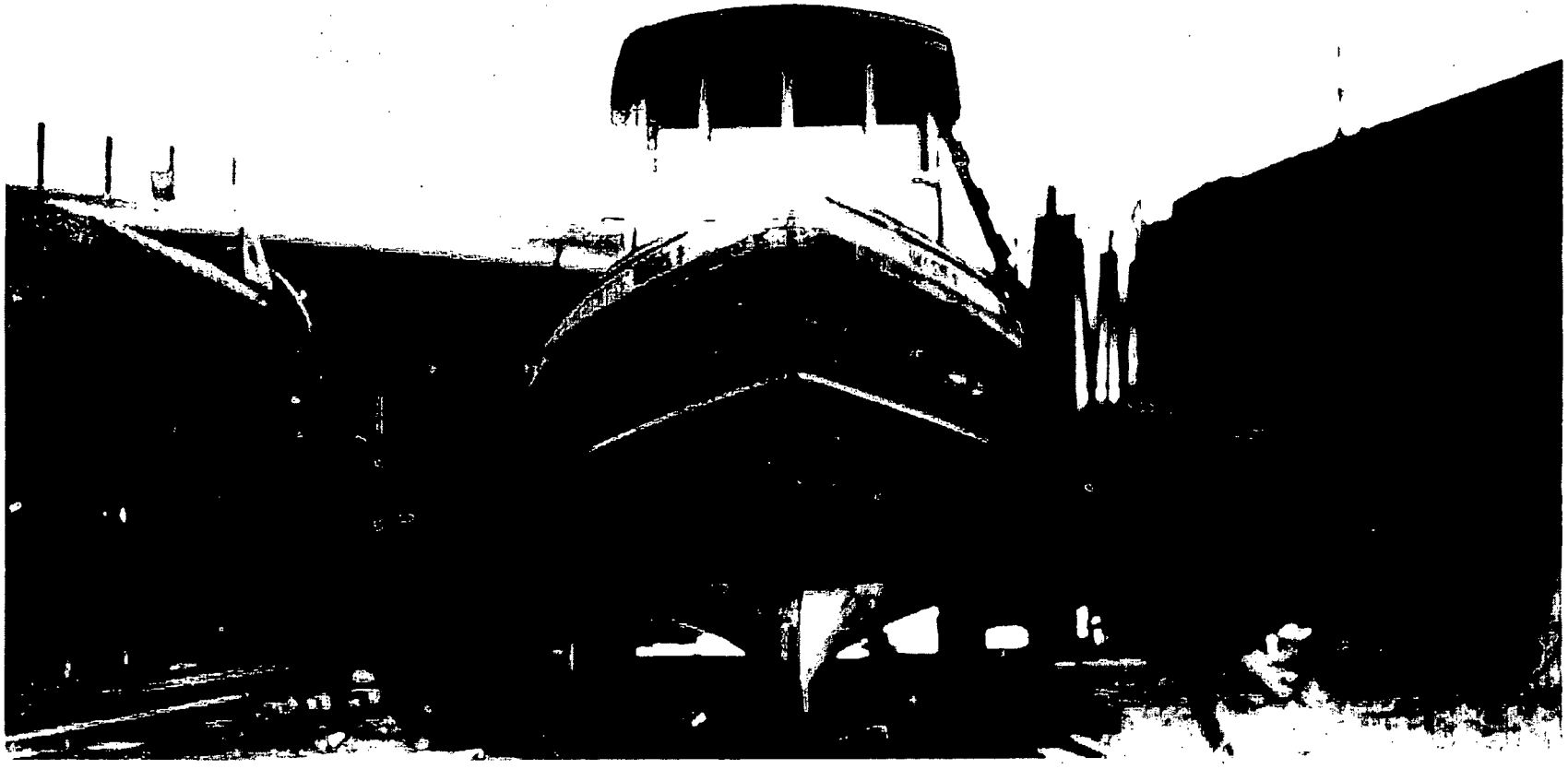

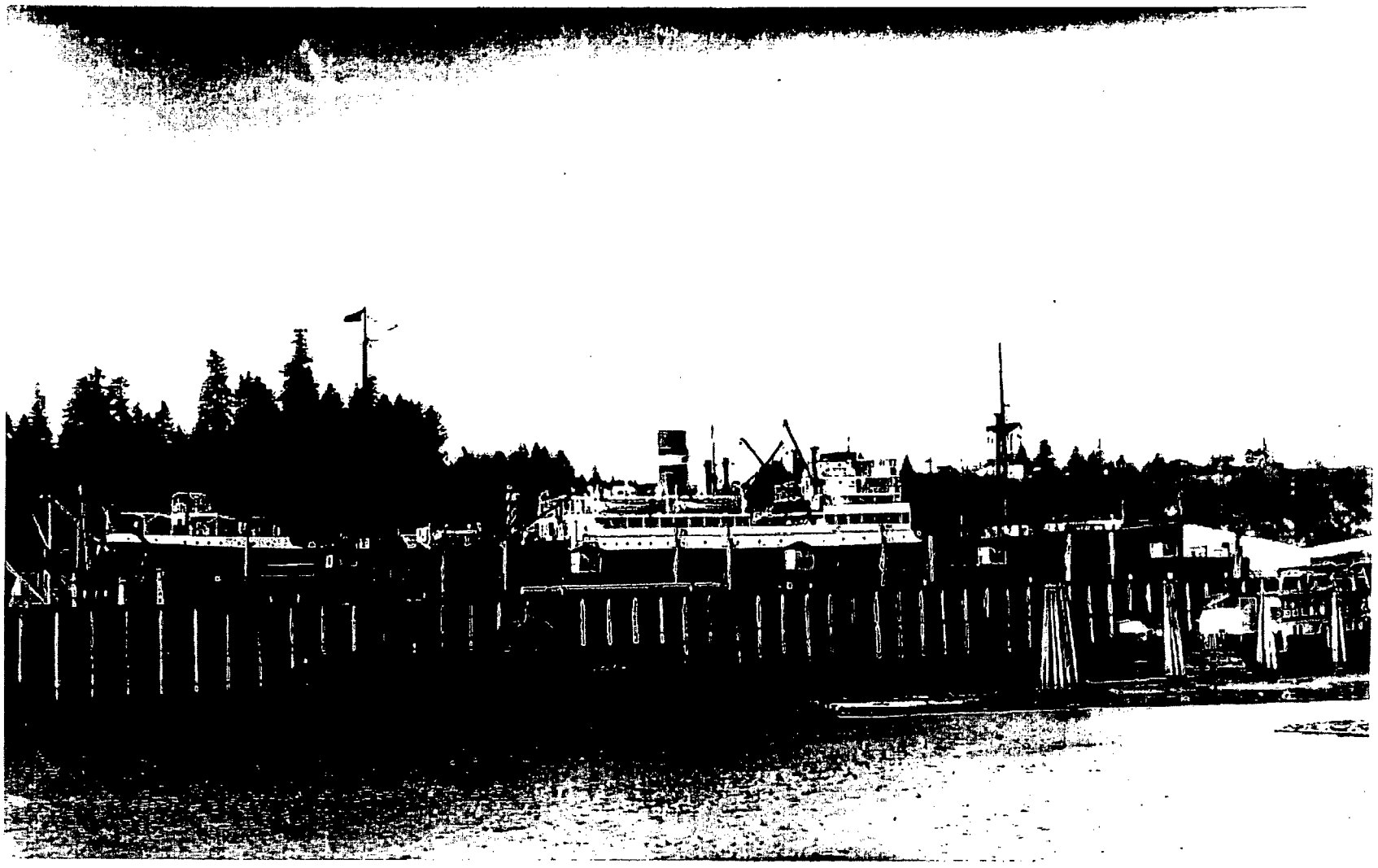

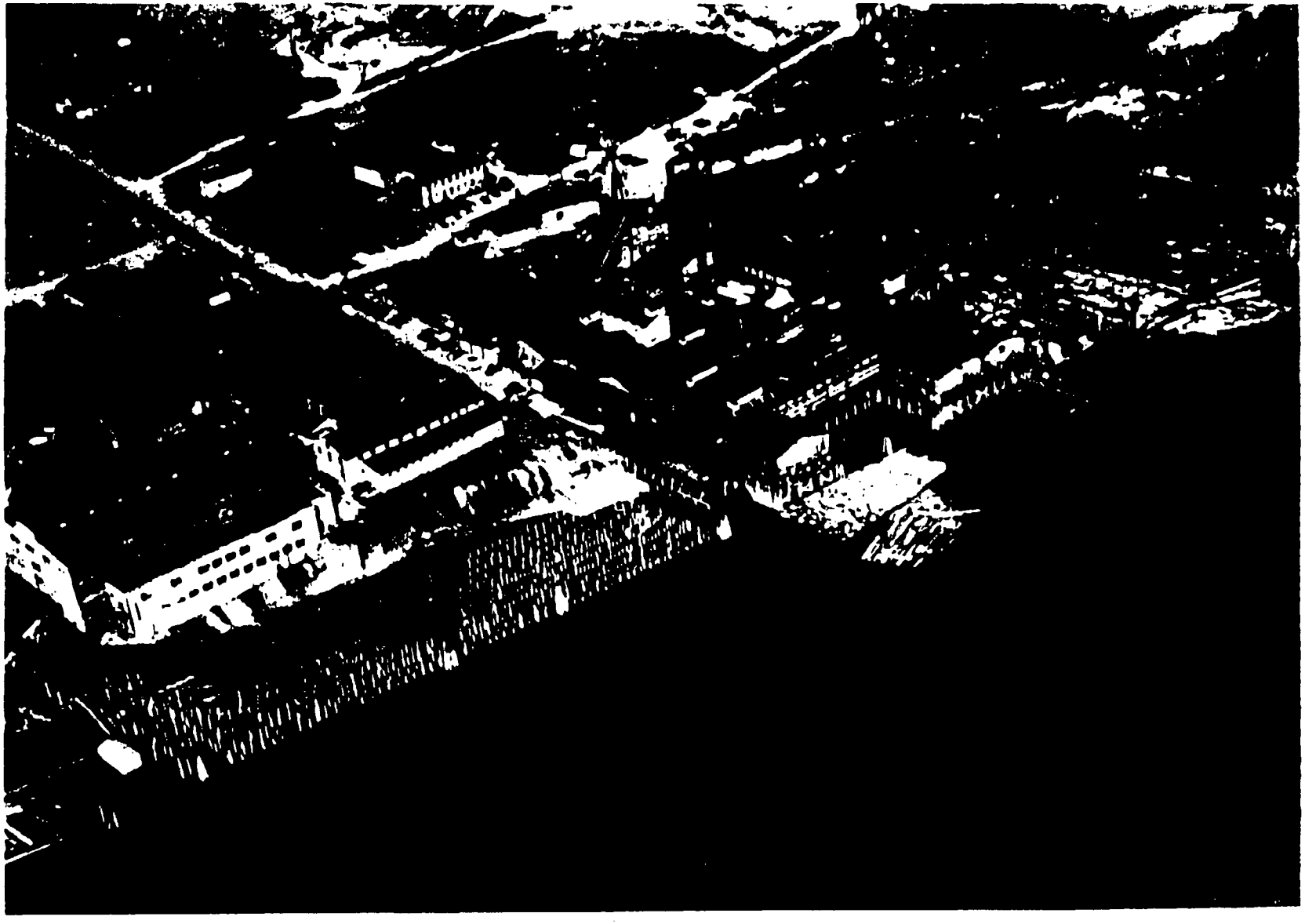

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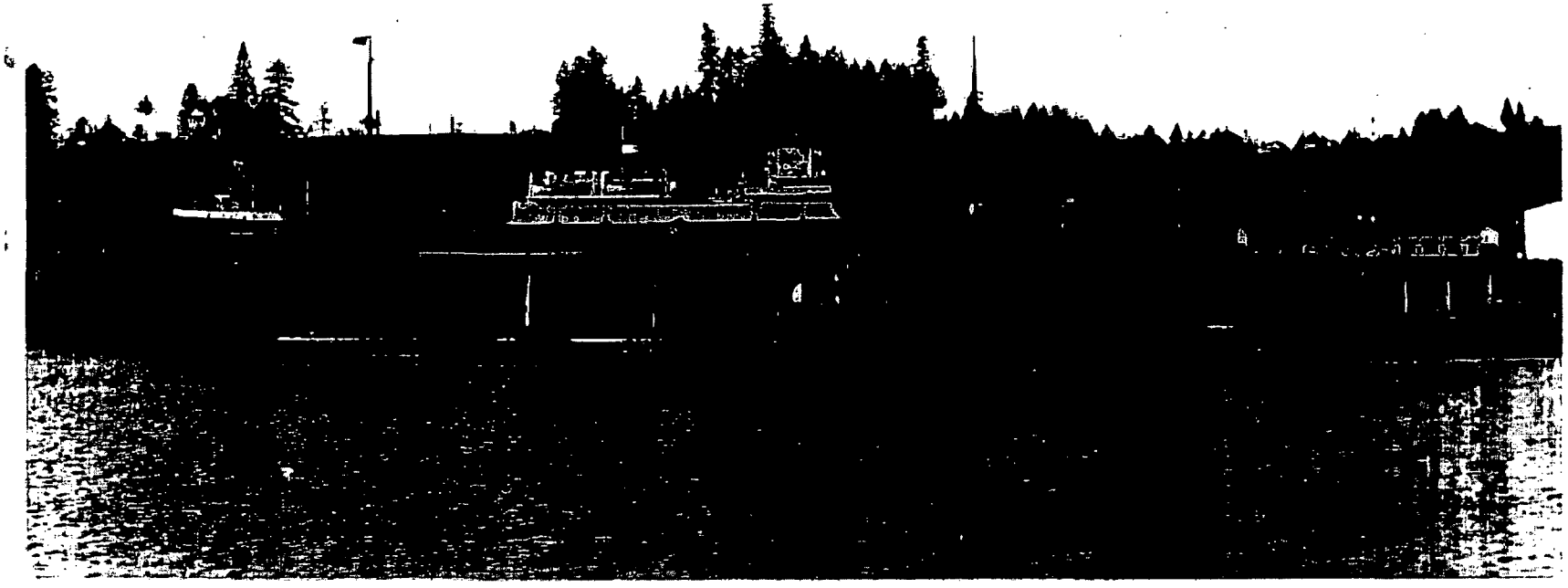
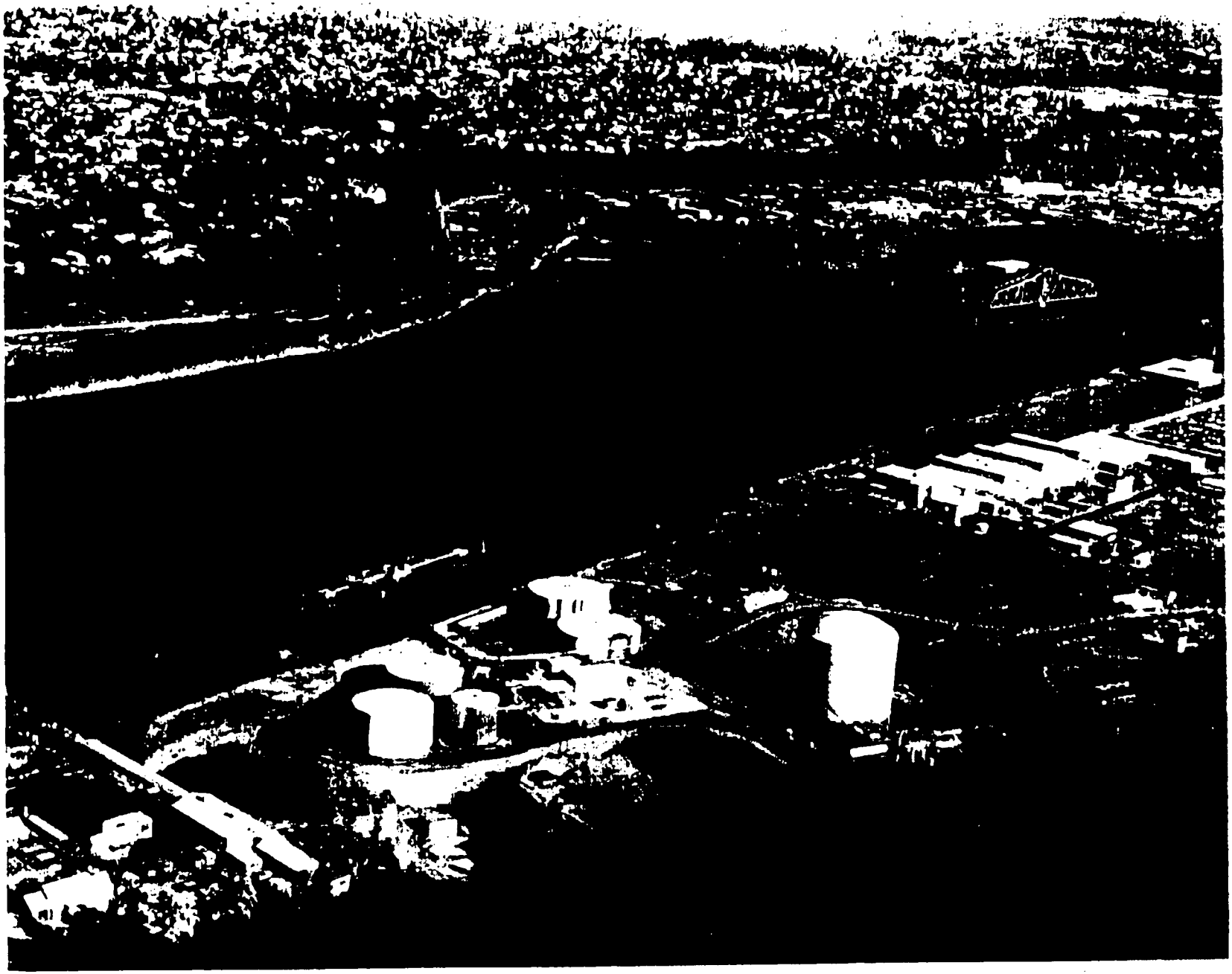
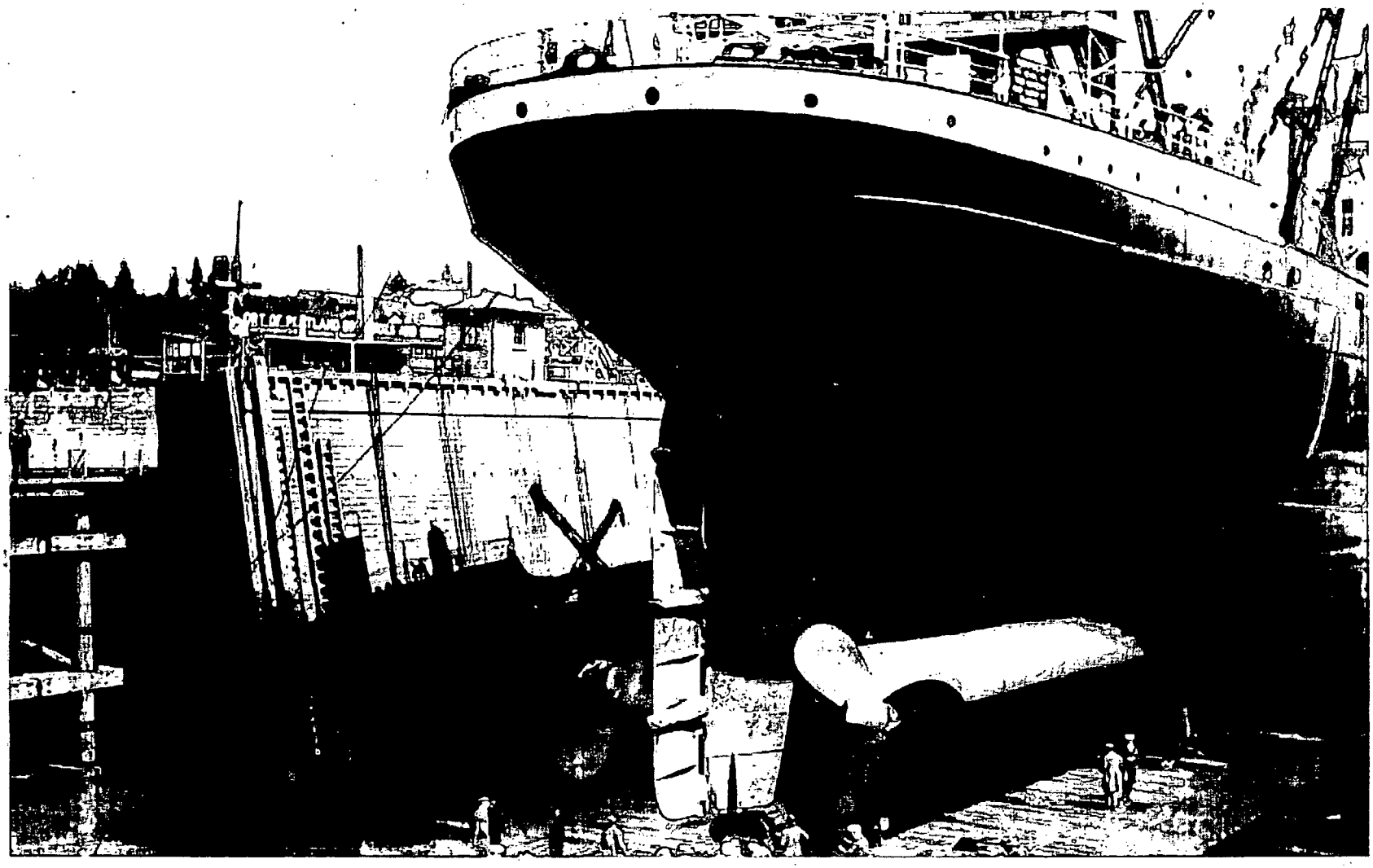
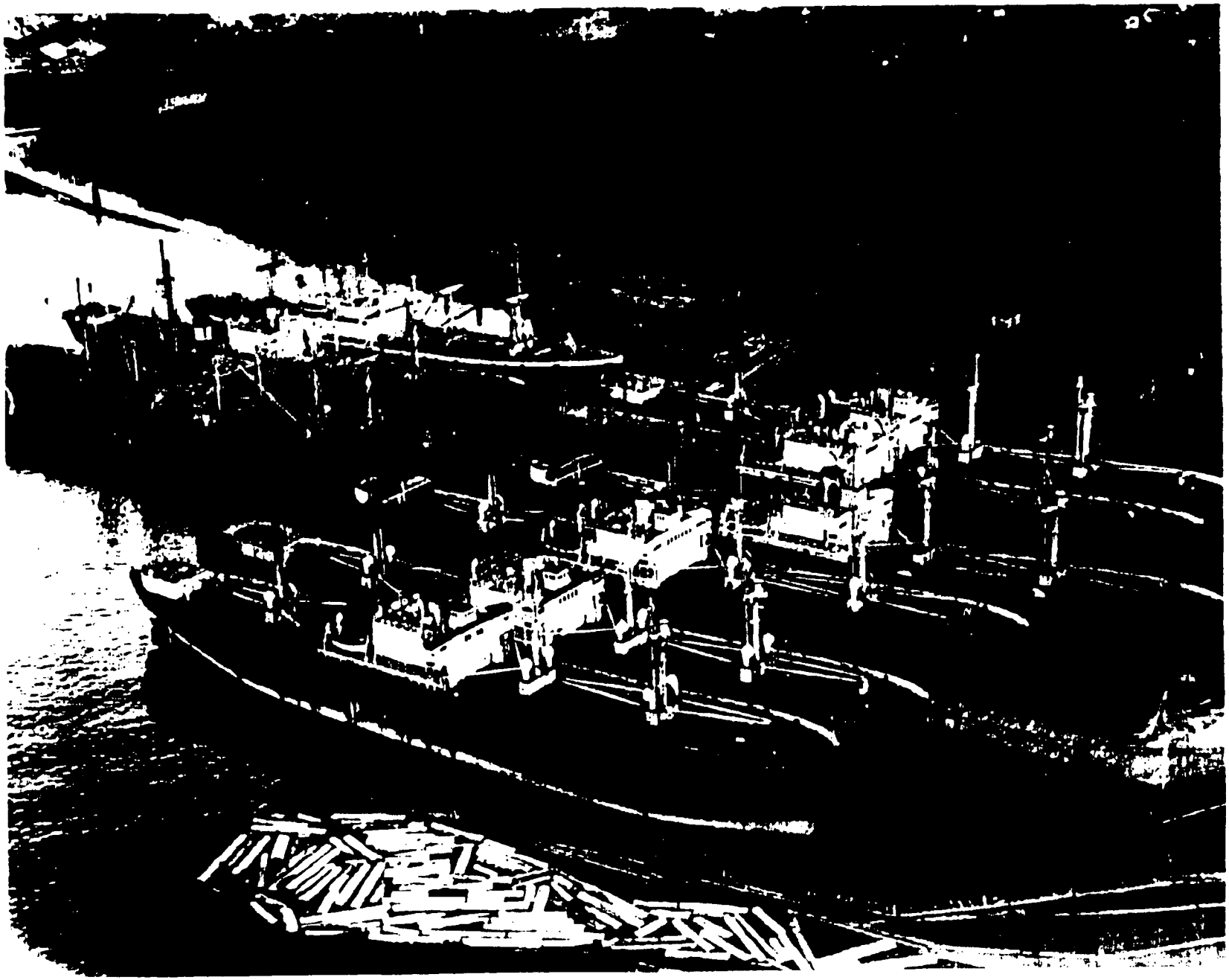
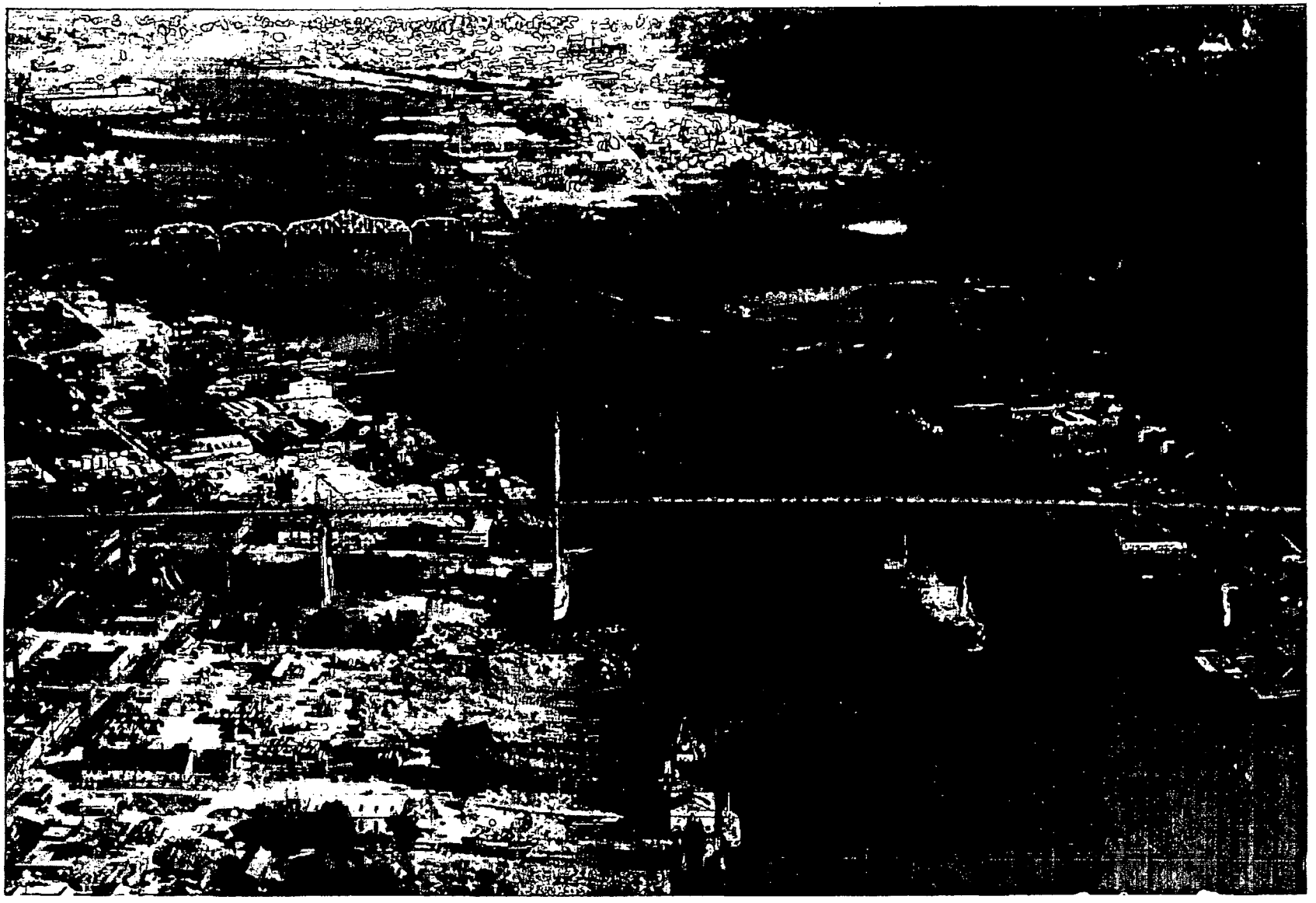
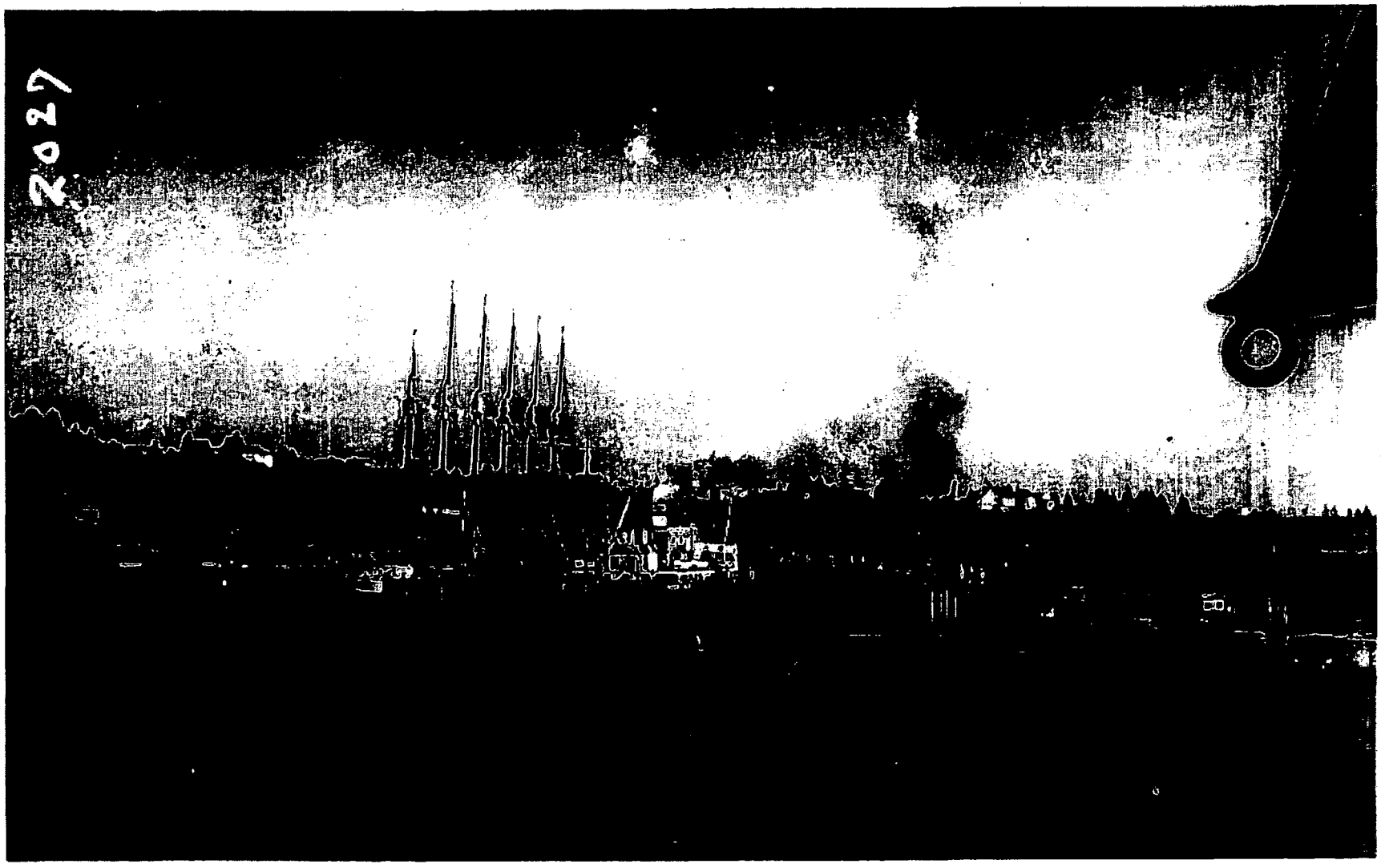


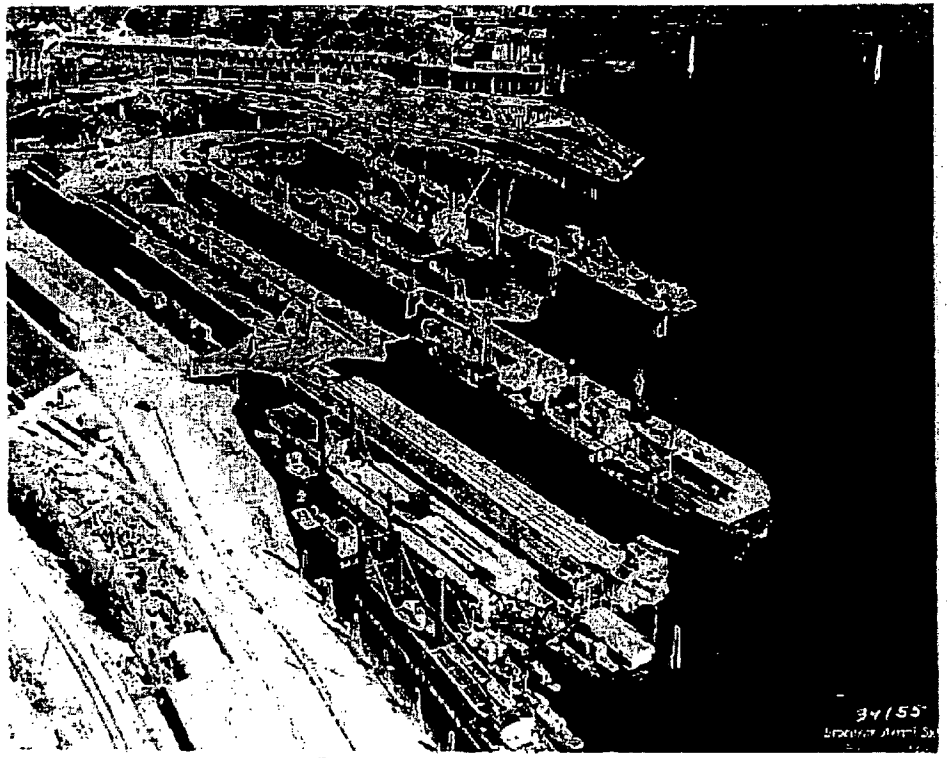


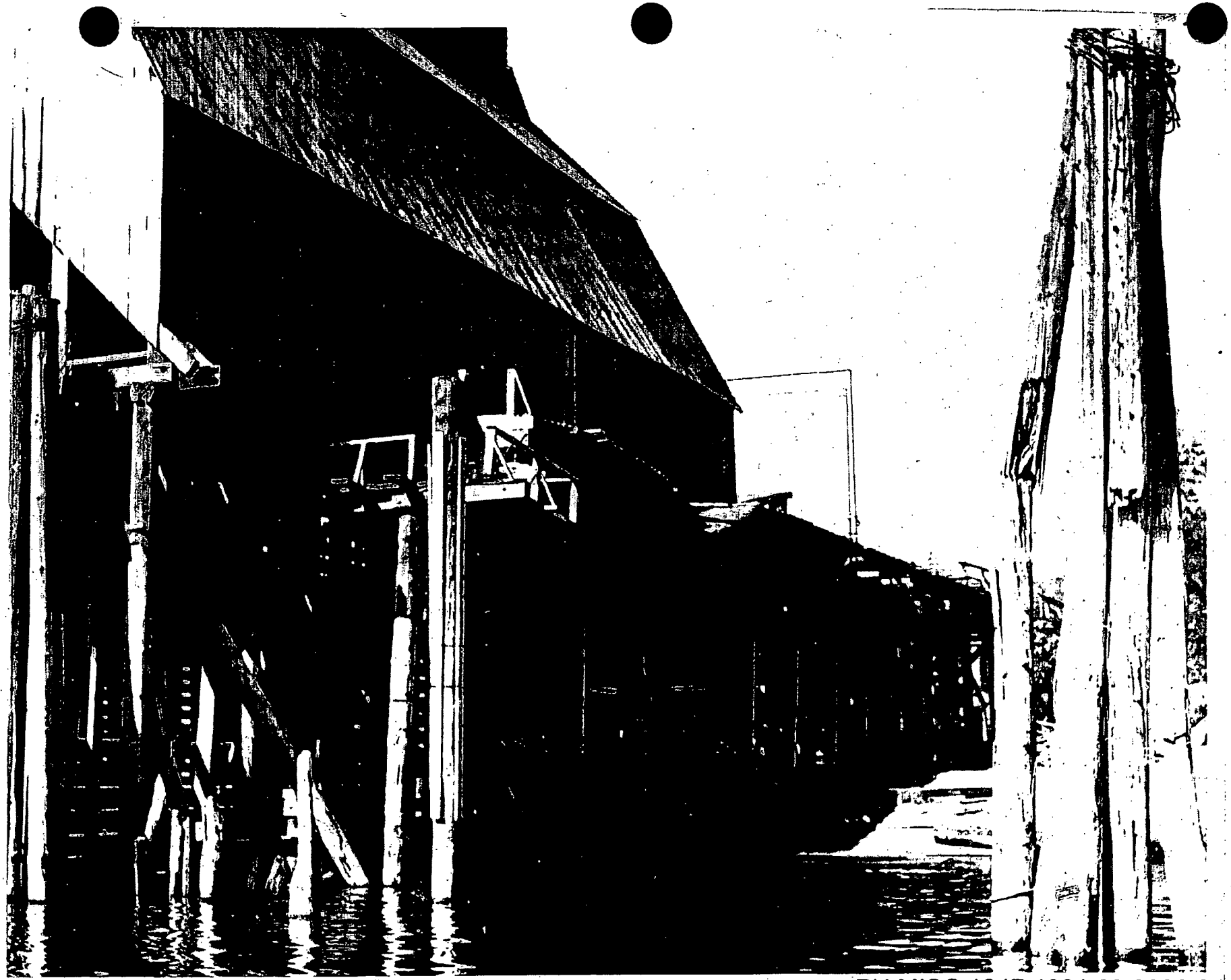







2027





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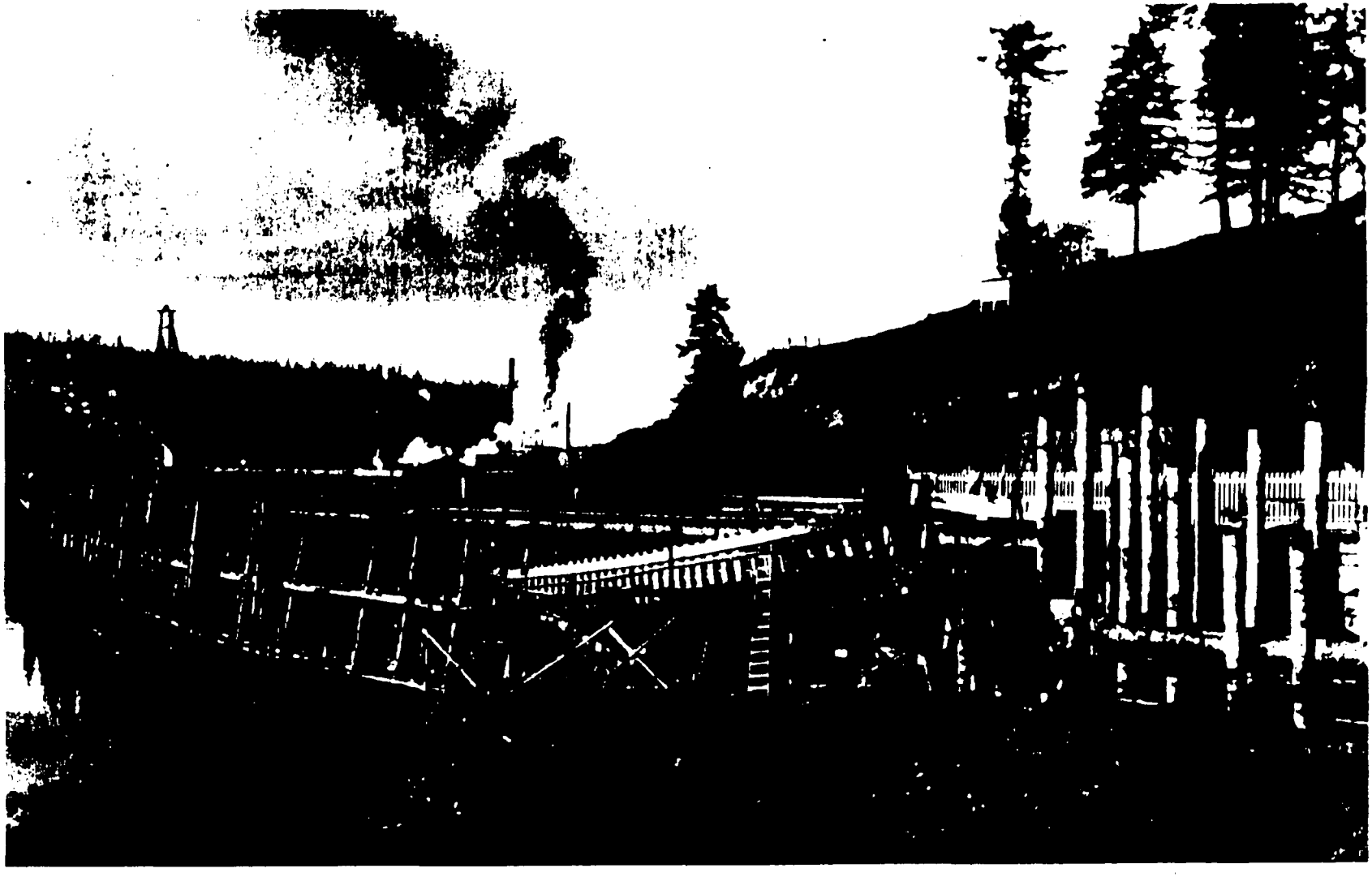

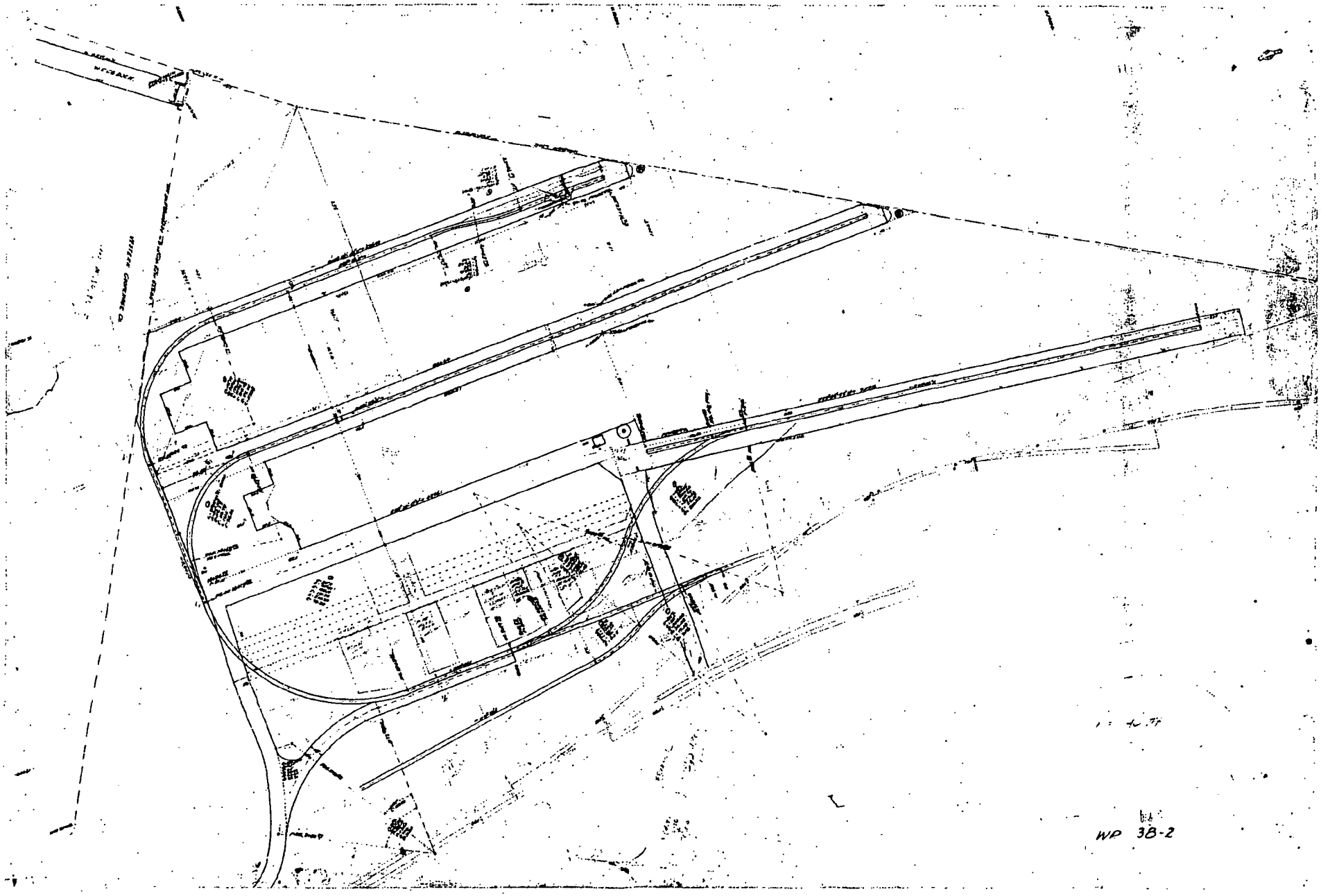

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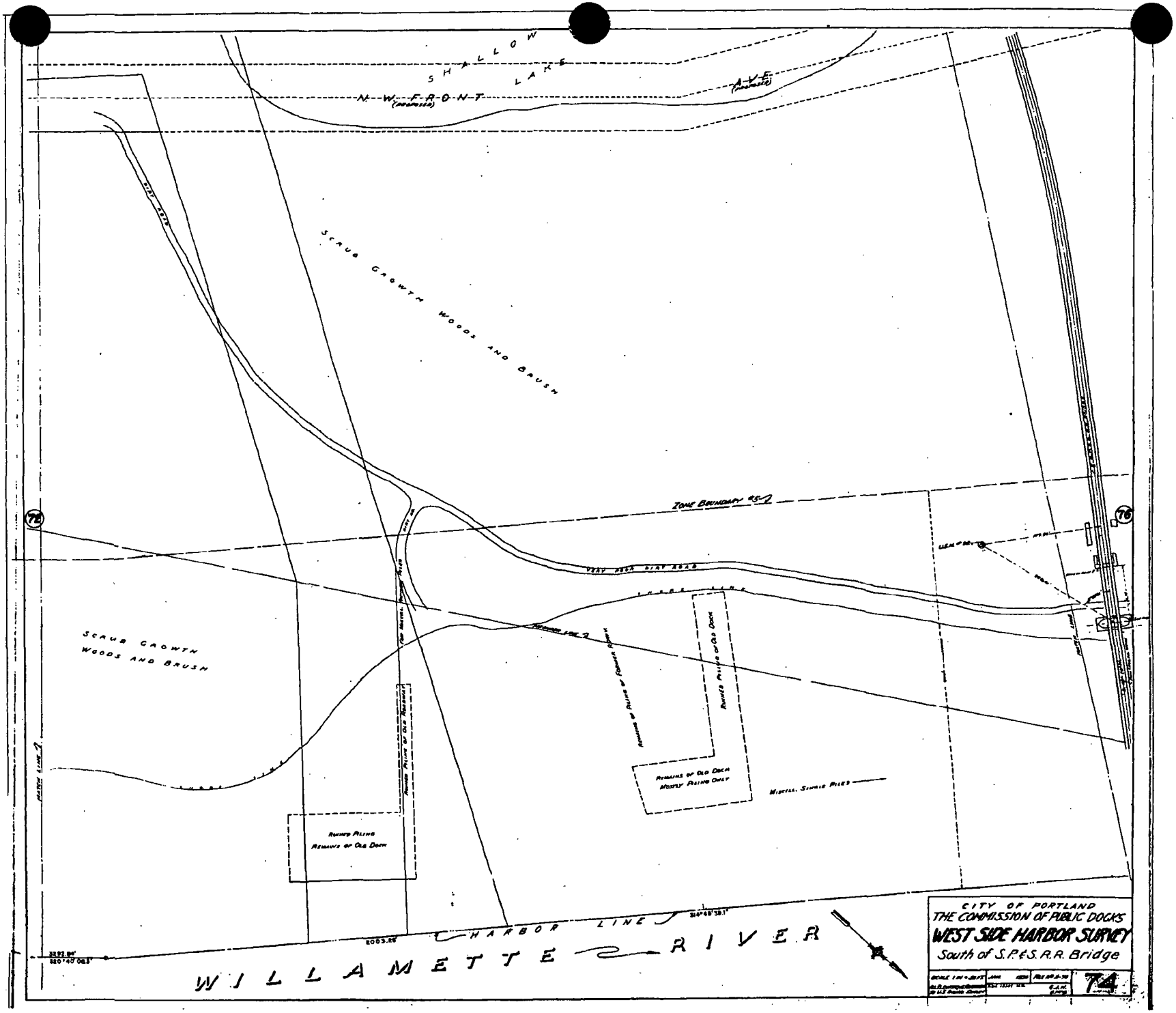

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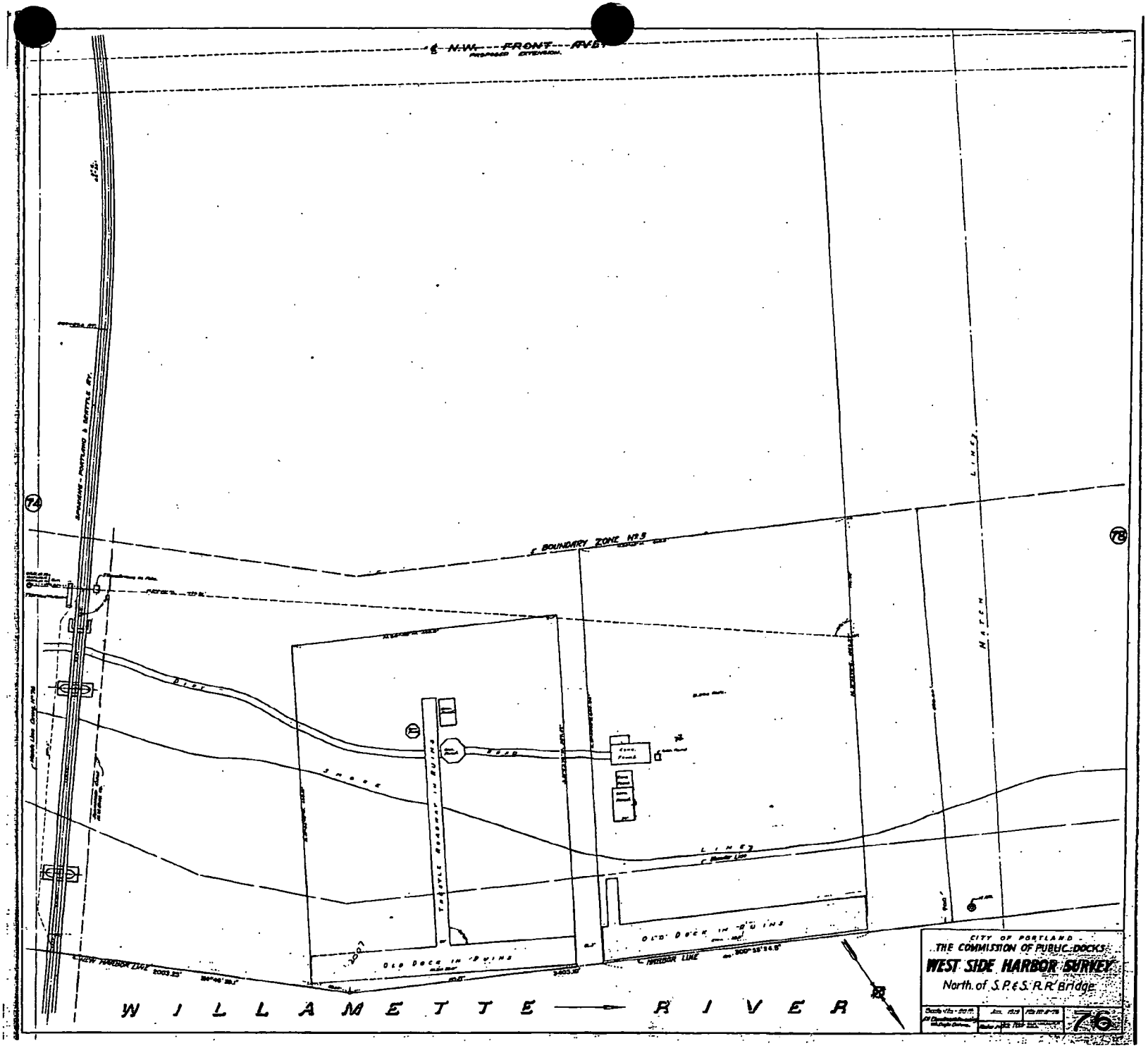

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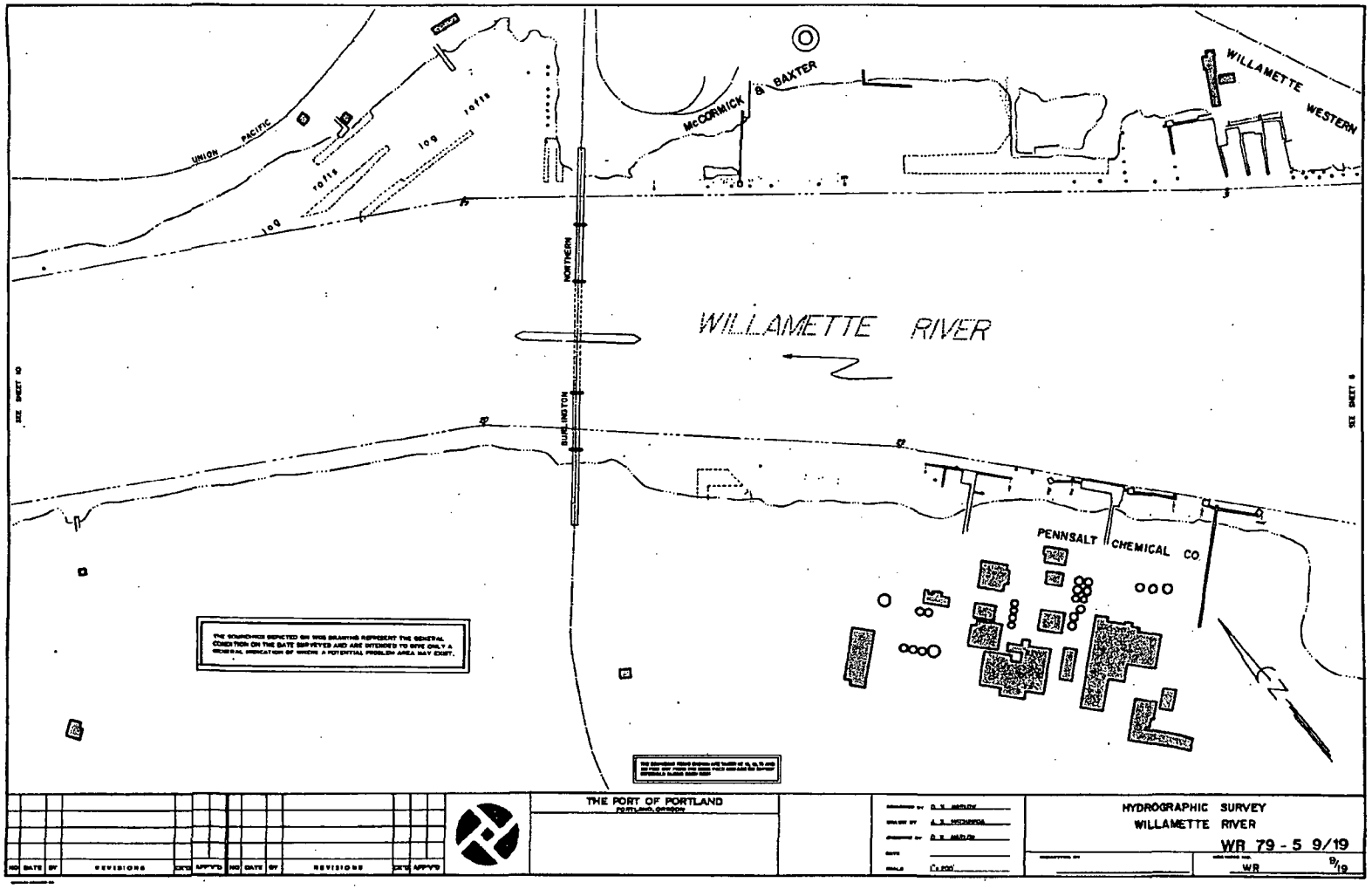

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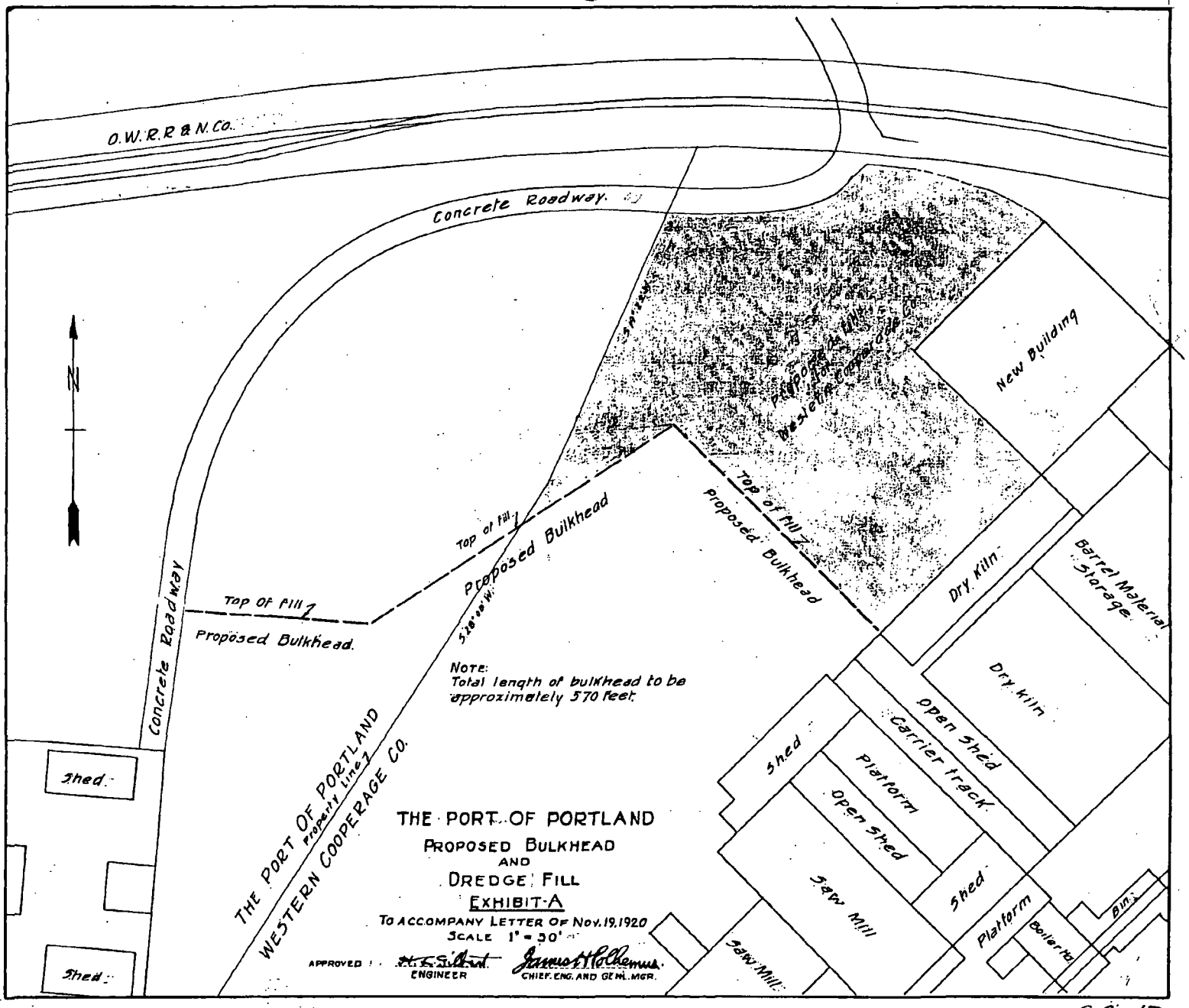


C.C-13

MP CR 1920-4007 1/1 Case ~~F-18~~ F-16-9

POPWC900129

CONTRACTORS SPACE REQUIREMENTS
—SUMMARY OF PRESENT USE AT ST. JOHNS—

CONTRACTOR	SPACE NO.	SIZE	AREA (SQ. FT.)	USE
ALBINA ENGINE & MACHINE WORKS	1	16' × 20' *	320	ELECTRICAL STORES
	2	16' × 10'	160	ELECTRICAL STORES
	4	16' × 10'	160	MISC. STORES
	7	10' × 13'	130	TIME OFFICE
	9	10' × 14'	140	MACHINIST'S TOOLS STORAGE
	10	20' × 14' 7' × 18'	280 126	MISC. STORES & TOOL ROOM.
	12	6' × 18'	108	MISC. STORES
	13	{20' × 8' * 7'-6" × 16' *	160 120	PAINT & OIL STORAGE
	14	8' × 12'-6"	100	PAINT STORAGE *
			TOTAL: 1804 SQ. FT.	
WILLAMETTE IRON & STEEL CO.	3	10' × 16'	160	MISC. STORES
MARINE & INDUSTRIAL SUPPLIES & SERVICE CO.	5	16' × 28'	448	MISC. STORES
	15	8' × 12'-6"	100	PAINT & OIL STORAGE
			TOTAL 548 S.F.	
STATES S.S. CO.	6	20' × 16'	320	PAINT STORAGE
NORTHWEST MARINE IRON WORKS CO.	8	10' × 12' 6' × 18'	120 108	TOOL & EQUIPMENT STORAGE
	16	{13'-8" × 20'-6" 8'-4" × 20'-6"	280 172	PAINT STORAGE
	17	{24' × 51' 5' × 30'	1224 150	CARPENTER SHOP
			TOTAL 2054 SQ. FT.	
PACIFIC MARINE SERVICE	18	16' × 50'	800	SAND BLAST EQUIPMENT (STORAGE)

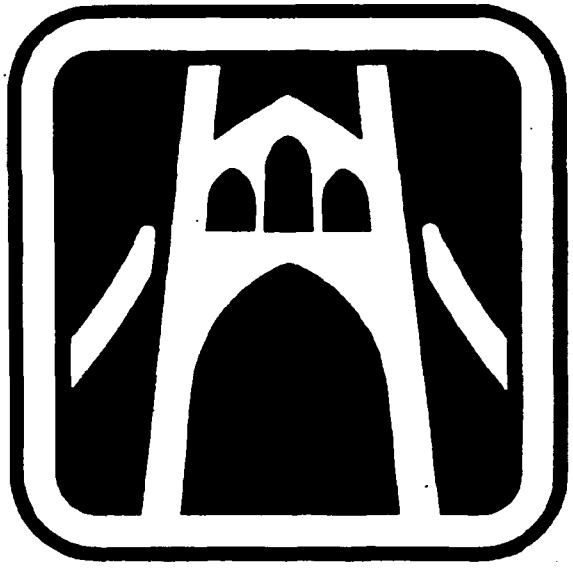
NOTES:
1. SPACE NO. 17 IS IN A BLDG. OWNED BY THE N.W.M.I.W. CO.
2. SPACES ABOVE MARKED WITH AN ASTERISK ARE OPEN SHEDS.
3. SPACE NO. 11 NOT LISTED AS IT IS BEING USED BY MARINE SURVEYORS. (SIZE 10' × 12' - AREA 120 SQ. FT.)
4. TOTAL AREA (ALL CONTRACTORS) 5,686 SQ. FT.
5. AREAS BASED UPON OCCUPANCY AS OF OCT. 16, 1951.
6. SEE PLAN OF ST. JOHNS DRY DOCK FOR LOCATION OF NUMBERED SPACES LISTED ABOVE.

OCT. 18, 1951

POPGPA00111258

St. Johns

INDUSTRIAL RIVERFRONT PROPERTY



PORTLAND, OREGON

COLDWELL BANKER
COMMERCIAL REAL ESTATE SERVICES

(503) 221-1900

POPWC900131

St. Johns Riverfront

A Prime Location in the Heart of the Portland Harbor

The St. Johns Riverfront site lies on the eastern bank of the Willamette River in the heart of the Portland harbor, just 3½ miles from downtown Portland.

Directly served by rail and water, the site location brings the advantage of access to national and international markets through a regional transportation network that makes Portland the Northwest's leading distribution center.

The Portland Metropolitan area has developed as a processing and distribution point for the wealth of Pacific Northwest resources. The area's natural characteristics are enhanced by a superior transportation network. The Port of Portland, located at the confluence of the Willamette and Columbia Rivers, is an inland deep water seaport. Ships calling at the Portland harbor serve every major international trade seaport in the world. Economical barge traffic penetrates as far east as Lewiston, Idaho.

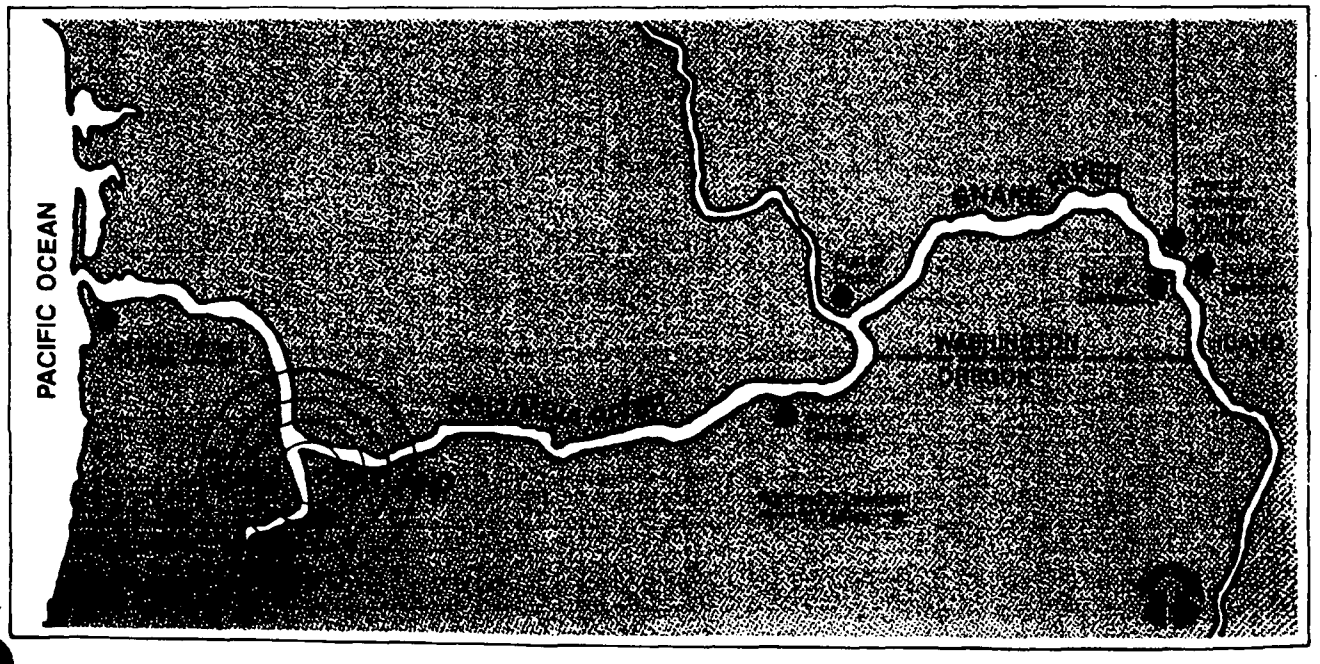
The regional transportation network has been developed to enhance Portland's locational advantage over other cities in the Pacific Northwest. The transportation network brings raw materials to the area efficiently and economically, giving Metropolitan Portland the least expensive freight rates in the Pacific Northwest. Rail and highway systems intersect Portland from the north-south and east-west via a corridor running at river grade along the Columbia River, and connect directly with mid-American markets.

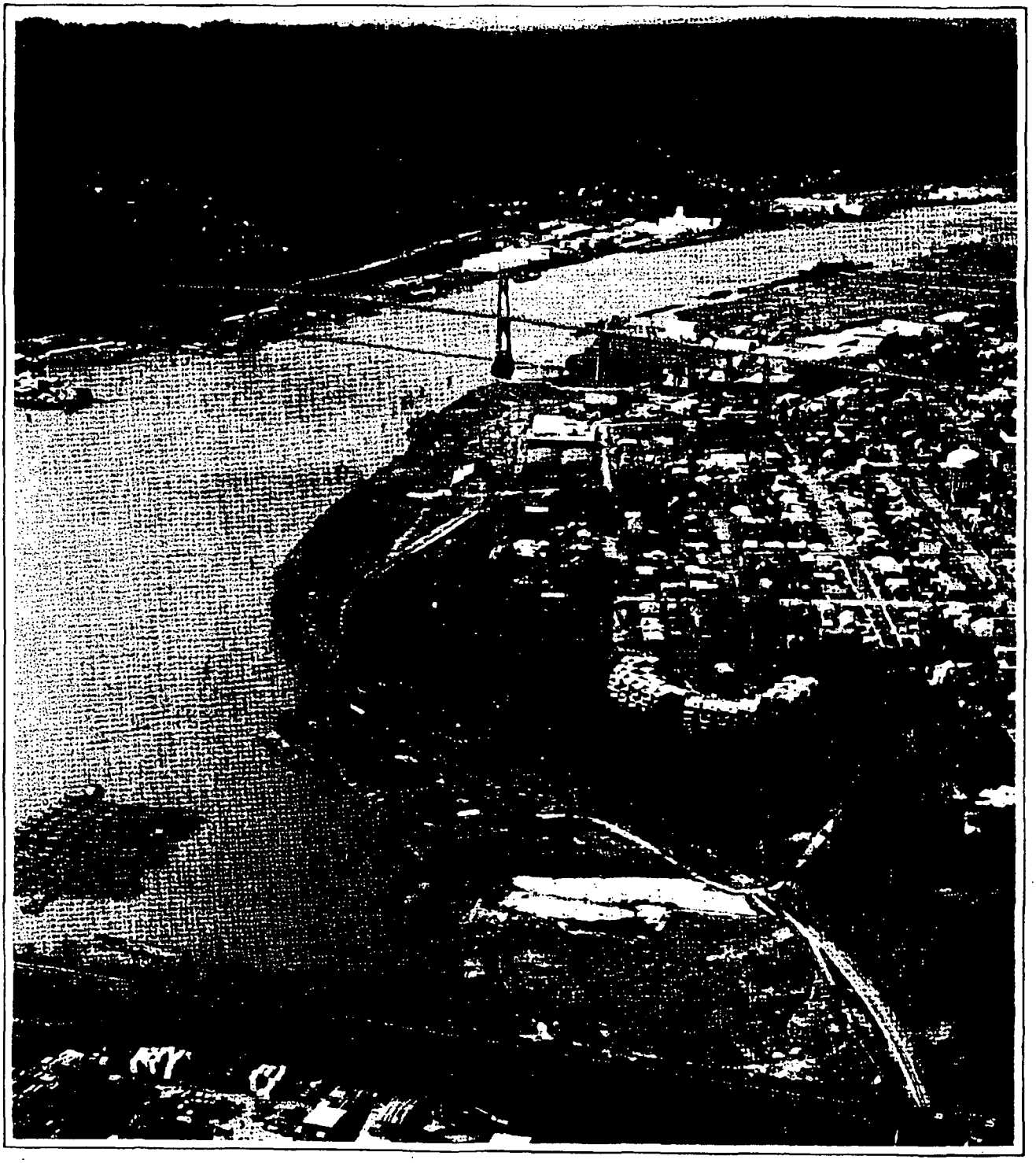
A Major West Coast Port

The Port of Portland is located 110 miles from the Pacific Ocean and the mouth of the Columbia River. Over 1,400 ocean-going ships from 101 international seaports call at the 5 marine terminals of the Portland harbor. Together, these terminals rank third on the West Coast after Los Angeles and Long Beach in total tonnage of foreign and domestic cargo moved. Exports lead the West Coast with such commodities as grain, lumber and other wood products. The Port of Portland also administers a Free Trade Zone which could be expanded to the project site, depending on the intended use. The harbor facilities are well served by the area's superior rail and highway transportation network. Containers may be loaded directly from ship to flatcar, eliminating cross-town drayage expenses. Assisting these shipping operations are 20 steamship lines, 13 freight forwarders, 8 customer brokers and a consular corps representing 20 nations. In addition, the new drydock handles repairs on ships up to 27,000 tons.

In addition to international freight lines, 14 tug and barge lines extend water transportation 357 miles inland up the Columbia and Snake Rivers, 45 miles up the Willamette River, and Alaska and Hawaii.

The 40-foot navigation channel is adjacent to the harbor line for the length of the site, making it completely accessible to deep-draft vessels. Moorage and dock construction are permitted up to the harbor line.





Access to Rail, Air and Trucking

Portland is the western terminus of the Pacific Northwest's east-west rail corridor which runs at river grade along the Columbia River.

Portland is served by three transcontinental railroads: Burlington Northern, Southern Pacific, and Union Pacific. The site is served directly by the Union Pacific Railroad with free switching for any main line haul to the other lines.

Portland International Airport (PIA) is located approximately 6 miles from the project site. As a full-service international airport in 1980, it served 4 million passengers and handled nearly 45,000 tons of cargo. PIA was completely remodeled and expanded in 1977 by the Port of Portland, which owns and operates the facility. Portland is served by 14 scheduled air carriers, including 12 commercial and two commuter airlines. Direct service is provided to more than 95 cities. PIA averages 250 daily arrivals and departures.

Portland is at the intersection of the main north-south Coastal Interstate System (I-5), which runs from Canada through Oregon and California, and I-84, the principal route east.

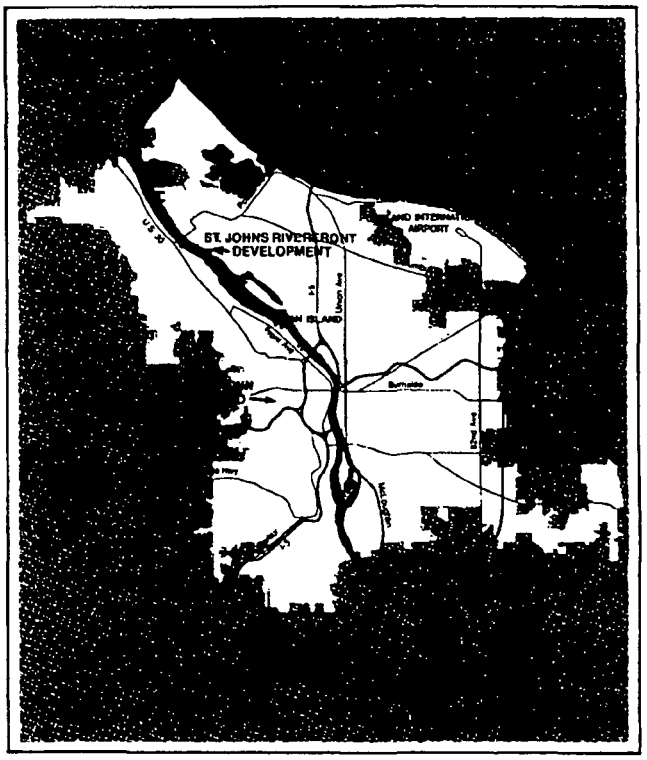
Numerous truck lines serve the Portland Metropolitan area. First morning service is provided as far north as Vancouver, B.C., while Los Angeles is less than two days south. Pick-up and delivery throughout the area is simplified by a Free Shipping Zone (FSZ). The FSZ is a 50-mile radius of free carrier entry.

A Growing and Diversified Pacific Northwest Market

Metropolitan Portland is a dynamic community which combines the strength of an established and diversified economic environment with a reliable labor force. The diversified economic base provides a stable environment for investment while population and in-migration growth provides an available and expanding work force. These dual strengths are a strong lure to new and expanding business and industry.

Portland is the thirty-first largest Standard Metropolitan Statistical Area (SMSA) in the United States with a population of about 1.2 million and a growing work force of over 640,000. The SMSA encompasses Multnomah, Washington, and Clackamas counties in Oregon and Clark County in Washington.

Portland is a major financial center and world headquarters for over eighty major manufacturing firms as well as Fortune 500 firms like Tektronix, Willamette Industries, Evans Products, Hyster, and Louisiana Pacific. Today, the Metropolitan area boasts the most diversified economy of any major city on the United States West Coast. Manufacturing accounts for 21% of total employment with 72% concentrated in durable goods. Within this category, employment is distributed among instruments and related products, fabricated metals, transportation and heavy equipment, and lumber and wood products. The rapidly growing electronics segment grew by 134% between 1977 and 1980. In addition, substantial growth was also experienced in retail and wholesale trade and services.

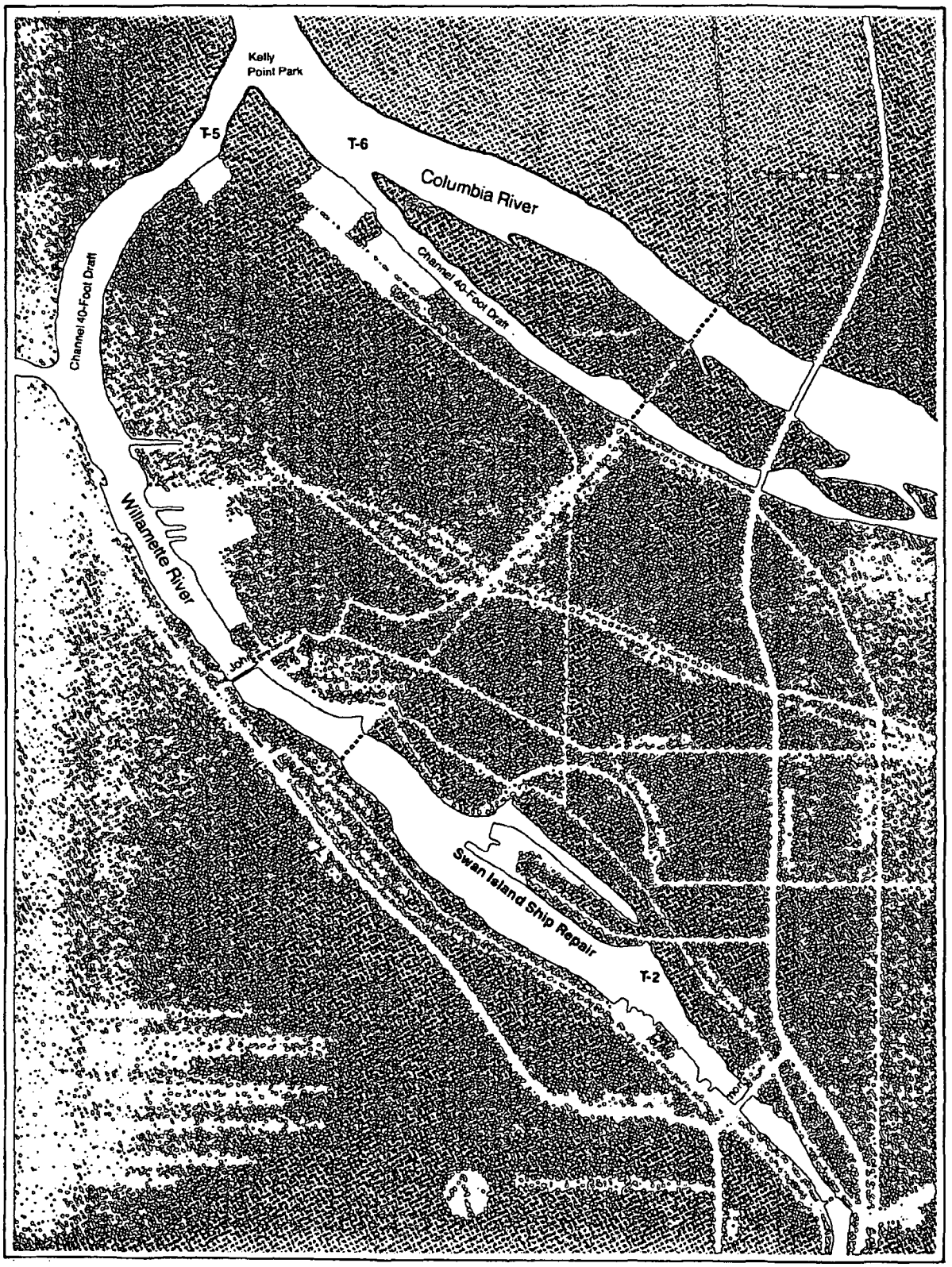


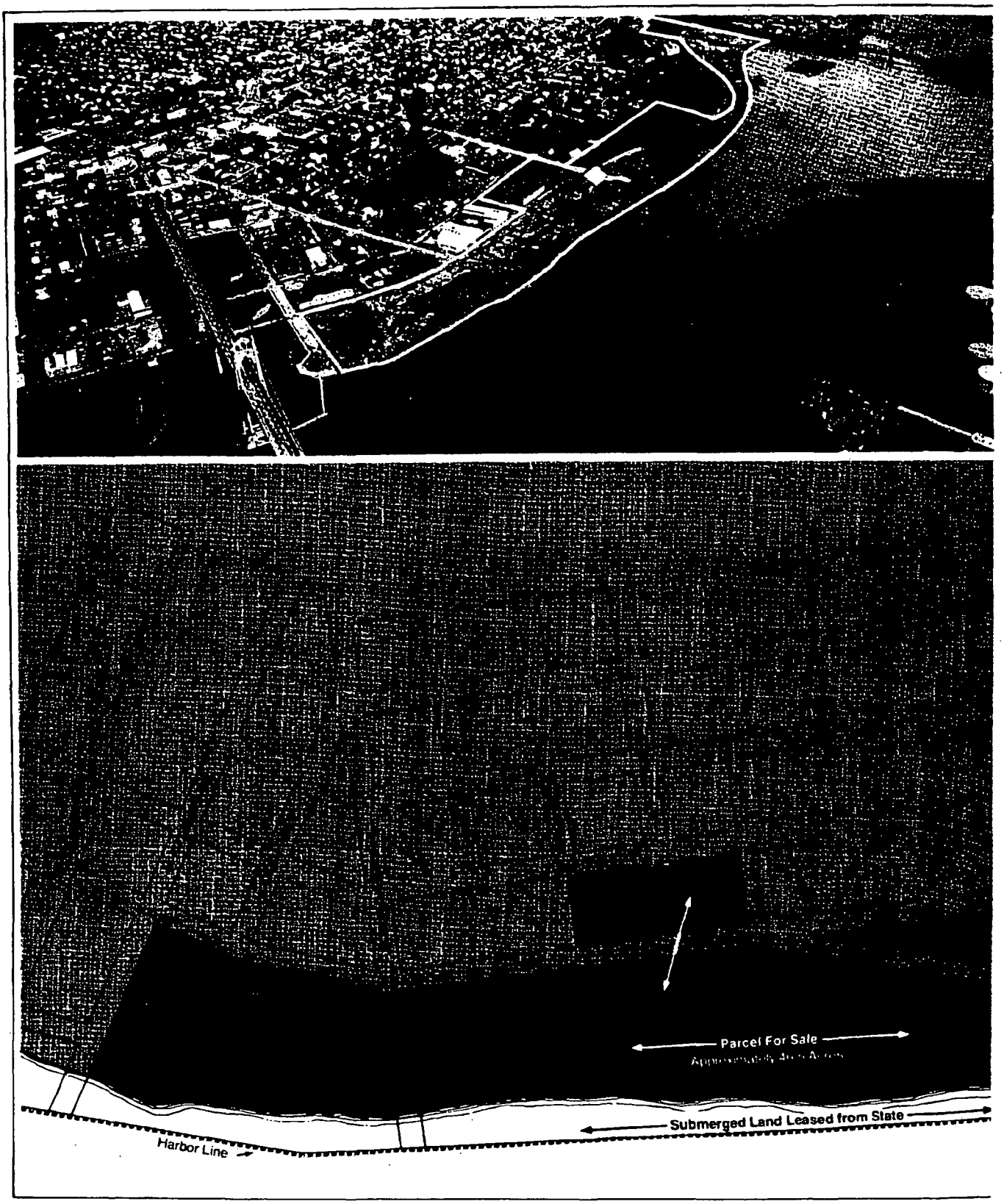
A Stable Productive Work Force

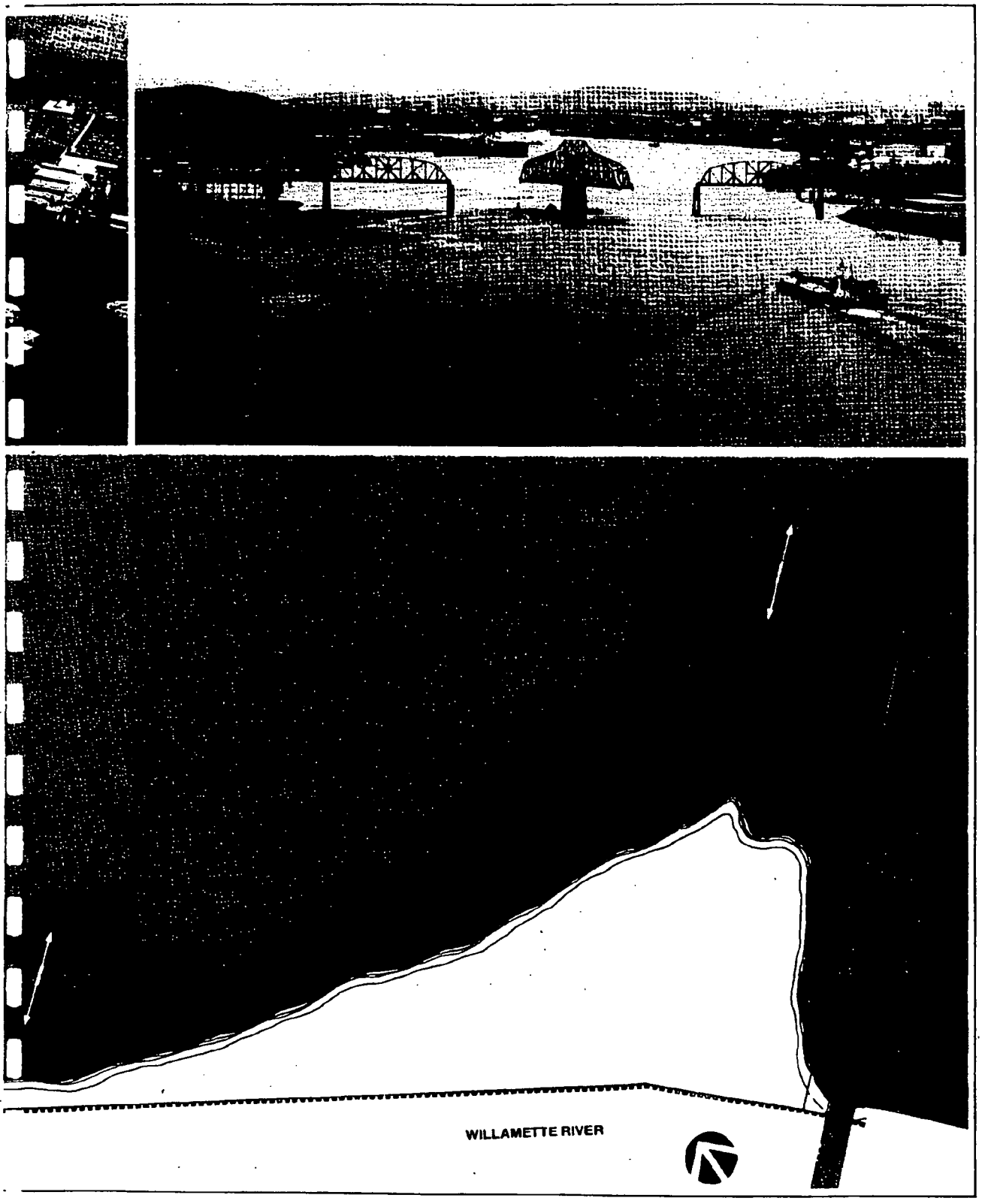
Metropolitan Portland's employment growth is a strong indicator of economic health and vitality. Between 1970 and 1980, the labor force has increased by 46%. These new workers have given Portland a labor pool of over one-half million, representing a wide variety of skills. The Metropolitan labor force is highly productive and well-educated. A major downtown university and fourteen private colleges provide outstanding educational facilities. Several have programs geared to specific technical and professional training for business and industry. In addition, the City of Portland can provide assistance with employee recruiting and training.

Available, Competitively Priced Energy

A major asset of the Portland market is an available, competitively priced supply of energy. The primary source of Northwest energy continues to be hydropower, which results in utility rates that compare very favorably both regionally and nationally. In recent years, this has been supplemented by newly discovered natural gas fields and nuclear power, as well as emerging forms of alternate energy.


Kelly
Point Park
T-5
T-6
Columbia River
Channel 40-Foot Draft
Channel 40-Foot Draft
Willamette River
Swan Island Ship Repair
T-2


Parcel For Sale
Submerged Land Leased from State
Harbor Line


WILLAMETTE RIVER

Description of the Site

Location and Surrounding Conditions

The site is located on the eastern bank of the Willamette River, between the St. Johns Bridge, and the Burlington Northern Railroad Bridge approximately 6 miles northwest of downtown Portland.

Relative to its surroundings, the site is protected from the residential community by industrial zoning inland and upriver, and the City's Cathedral Park downriver. Further down river are a variety of industrial uses, including Port of Portland Terminal 4 auto and grain facilities. The waterfront immediately east of the site is used for industrial purposes. Across the river are Wacker Siltronics, a West German electrical components firm and the wooded hillsides of Forest Park, making the site an attractive setting for company offices.

The nearby St. Johns community contains a revitalized business district and a large, stable labor force.

Zoning

The current general manufacturing zoning (M2*) was approved by the City Council on March 4, 1982 expressly for the purpose of implementing the industrial development of the parcels being offered. Additional land within the Urban Renewal boundary which extends beyond the subject parcels has also been rezoned M2* to ensure compatibility between the new development and the existing land uses. The M2* zoning allows for storage, distribution, and all but the heaviest of manufacturing activities. Certain incompatible industrial uses have been prohibited, such as wrecking or salvage yards, and meat processing; and residential uses developed after the industrial development must incorporate certain setbacks and noise mitigation measures within their property lines. Further, while the basic zoning designation is intended to permit water-dependent industrial use, commercial and residential uses are also permitted, providing a very broad range of development opportunities.

Physical Description of Land Offered

Parcel Size and Acreage. The site is defined as the "Parcel for Sale" on the map following. The contiguous area between Pittsburg Street and the Burlington Northern Railroad Bridge is approximately 5,500 feet in length ranging between 400 feet and 200 feet in width, and contains 46 acres. Included in this area is 6.4 acres of hillside buffer property.

Topography and Soils. The area defined by the UPRR tracks and the riverbank is essentially a flat terrace with slopes increasing on the inland side of the railroad tracks. The 100-year flood plain has been determined to be about 2 feet below the average top of riverbank elevation. Depths in the cove at the upriver end of the site are included in the Development Proposal Packet.

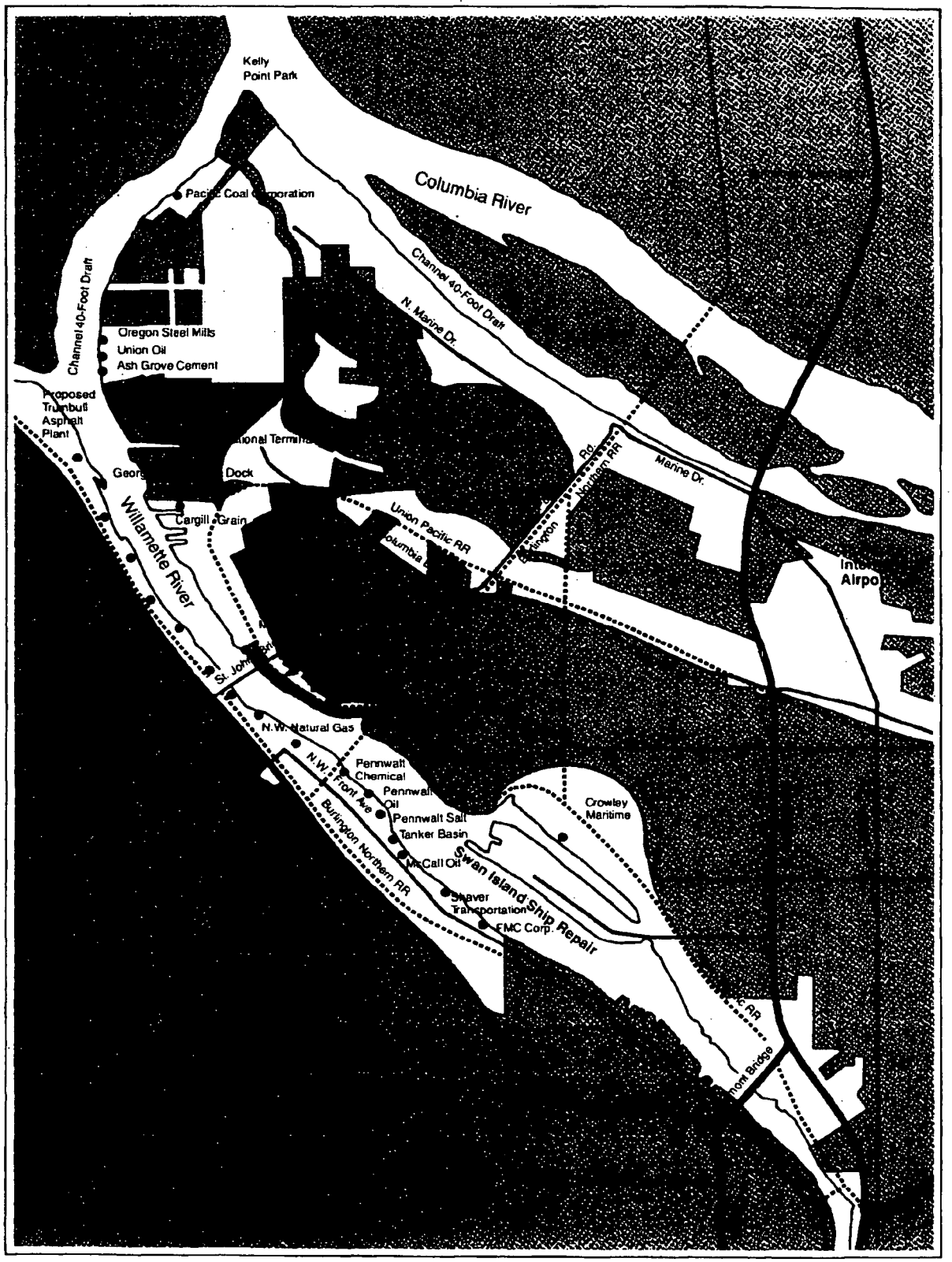
Soils on the terrace have been studied extensively by Dames and Moore, geotechnical engineers. The general conclusions reached by Dames and Moore, (based on an assumed development with wood frame construction) are that differential settlement may be expected, but that with suitable site preparation, conventional spread footings will support light to moderately heavy foundation loads. Detailed recommendations for foundation, slab and pavement support are contained in the Dames and Moore report included in the Development Proposal Packet.

Site Access/Public Transit. Travel time to Interstate 5 and downtown Portland from the site is approximately 20 minutes. Principal access to I-5 is via Columbia Boulevard and Lombard Street. Access to U.S. 30 is provided via the St. Johns Bridge.

Road access from Lombard Street (U.S. 30 bypass) and Willamette Boulevard to the project site is provided at five locations: Pittsburg Avenue, Burlington Avenue, Richmond Avenue, Tyler Avenue, and Edgewater Street. Richmond Avenue provides primary access to the project site.

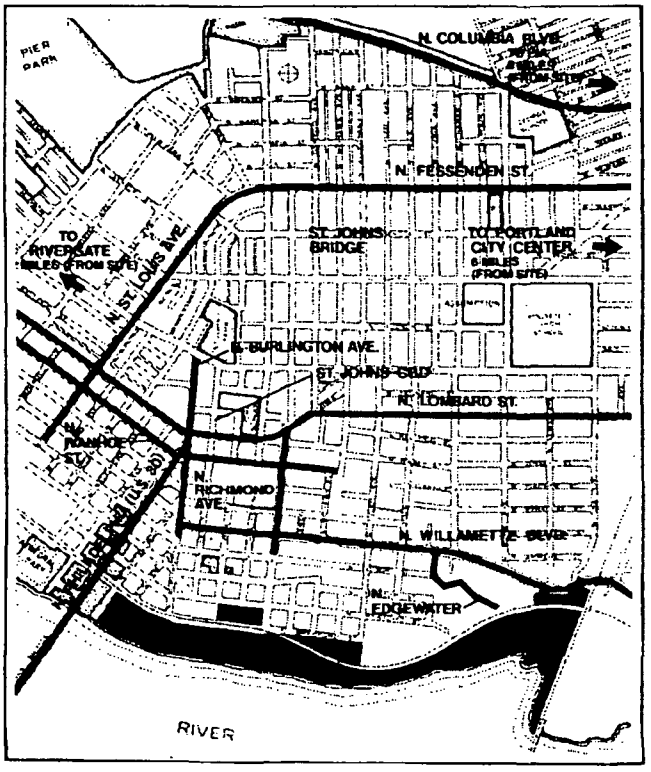
St. Johns is served by three bus routes. Each route is scheduled at 15 minute intervals during peak hours and at 30 minutes during non-peak hours.

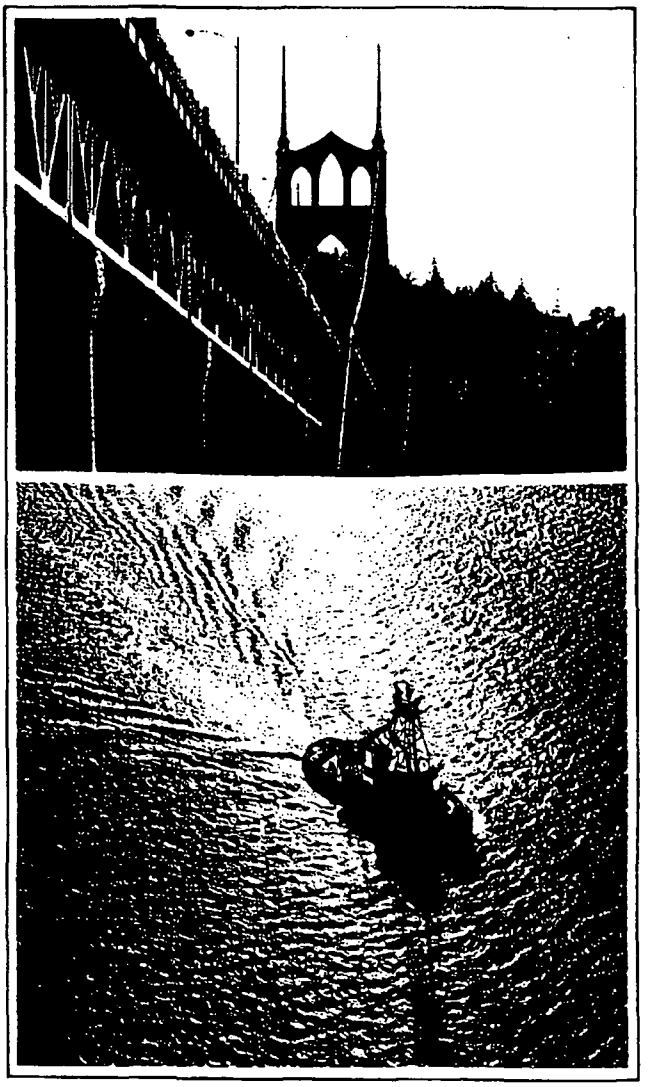
Public Services and Utilities. Services to the project site include: water, electricity, gas, sanitary and storm sewers, solid waste disposal, telephone, and police and fire protection. All services are provided by the City of Portland with the exception of telephone, electricity, gas and solid waste disposal, which are provided by private operations. Utility maps are provided in the Development Proposal Packet.

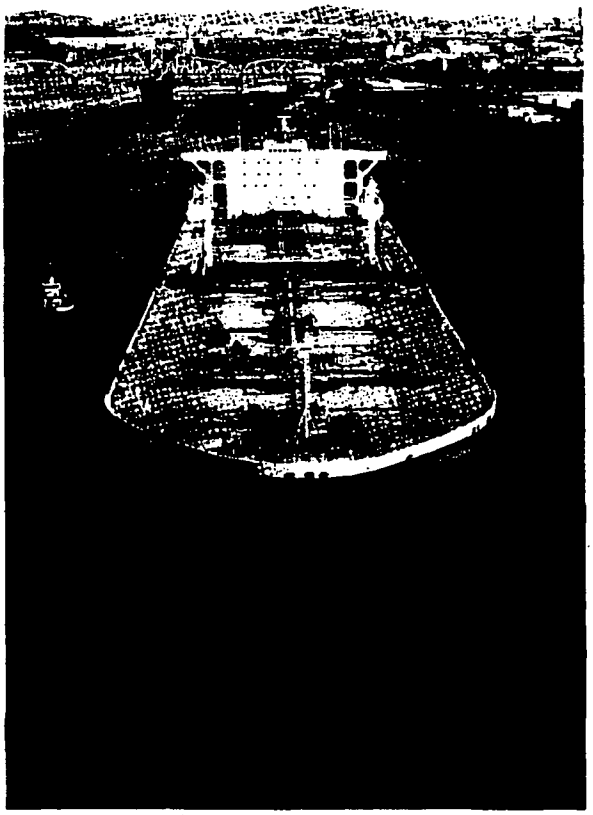

Kelly
Point Park
Columbia River
Channel 40-Foot Draft
N. Marine Dr.
Oregon Steel Mills
Union Oil
Ash Grove Cement
Proposed
Trumbull
Asphalt
Plant
Dock
Cargill Grain
Union Pacific RR
Willamette River
Marine Dr.
N.W. Natural Gas
Pennwalt
Chemical
Pennwalt
Oil
Pennwalt Salt
Tanker Basin
N.W. Front Ave
Burlington Northern RR
McCall Oil
Shaver
Transportation
FMC Corp.
Crowley
Maritime
Swan Island Ship Repair

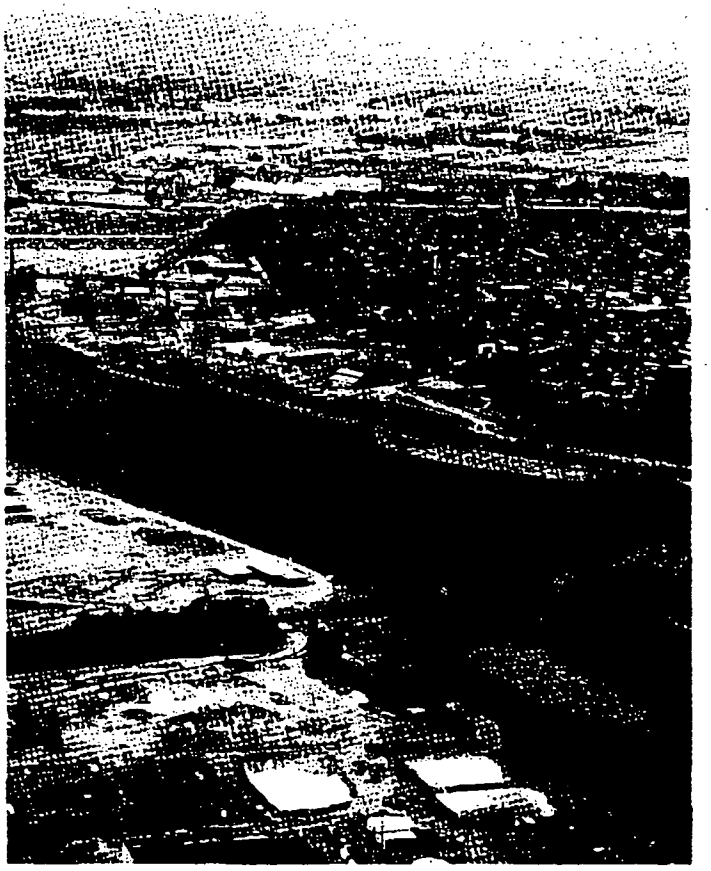
A Community that Welcomes Your Investment

The Portland Development Commission places the attraction of new business and industry to the community high on its list of priorities. The commitment to return productive use to the St. Johns Riverfront has been longstanding. Within the Metropolitan area, St. Johns is a very special community. Business leaders have worked closely with the City to carry out a full scale public investment campaign which brought a new central plaza to the business district, new recreational facilities, and the 18-acre Cathedral Park adjacent to the St. Johns Riverfront site. Coupled with attractive neighborhoods and close proximity to educational facilities and the downtown, St. Johns exemplifies the livability for which Portland is famous.









COLDWELL BANKER

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MICHAEL D. WILLIAMS
FREDERIC E. CANN
JOHN S. THOMAS
BARRY L. ADAMSON
JAMES W. MOLLER

October 29, 1982

IN REPLY PLEASE REFER TO FILE NO.
4-400

Mr. Stan Jones
PORTLAND DEVELOPMENT COMMISSION
1120 S.W. Fifth Avenue, Suite 1102
Portland, Oregon 97204

Dear Stan:

In response to your inquiry regarding the sunken barges next to Scritsmier's property, I am enclosing a memorandum by Barry Adamson of this office. I agree with its conclusions. The potential liability for "attractive nuisance" is covered by your insurance carrier.

Very truly yours,

WILLIAMS, STARK, HIEFIELD
and NORVILLE, P.C.

DONALD R. STARK

DRS:jrh
Enclosure

MEMORANDUM
October 28, 1982

To: Don Stark
From: Barry Adamson
Re: PDC's potential liability for damages or injuries arising from derelict barges in a cove adjacent to the St. John's Project.

We have been asked by Stan Jones for an opinion as to PDC's potential liability for damages or injuries arising from the presence of certain derelict (non-floating) barges in a cove adjacent to the St. John's Project.

There are two primary areas of concern: (1) liability arising from non-removal of navigational hazards, and (2) liability arising from the "attractive nuisance" doctrine. As explained below, the facts as contained in Stan's memo of October 21, 1982, reflect a very small probability of liability.

1. PDC HAS NO DUTY OR OBLIGATION UNDER THE FACTS TO REMOVE POTENTIAL NAVIGATION HAZARDS FROM ANY NAVIGABLE BODY OF WATER (SUCH AS THE WILLAMETTE RIVER).

According to Stan, there is a real possibility the sunken barges could become dislodged and float into the channel of traffic in the Willamette. Damage could be considerable should that occur.

There is no dispute but that the Willamette River is a "navigable" body of water (see, for instance, State ex rel State Land Board v. Corvallis Sand & Gravel Company, 283 Or 147, 152, 582 P2d 1352 (1978)), and, as such, the State has title to the underlying land (ORS 274.025) and perhaps the water as well (see ORS 274.005(5), defining "land" as including the water), while the federal government has paramount powers over navigable bodies of water for purposes of regulating commercial navigation (see, State of Oregon

by and through the Division of State Lands v. Riverfront Protection Association, 672 F2d 792 (9th Cir. 1982)). Thus, no liability could possibly arise merely from the presence of PDC as an adjoining landowner; PDC neither owns nor controls that portion of the river where the barges rest.

Unlike situations involving torts arising from the condition of land or from conducting activities thereon, responsibility for water hazards in navigable bodies of water rests either with the person whose act or omission resulted in the hazard being where it is, or with the governmental entity having or exercising charge over the particular area.

Under federal law (33 U.S.C. § 409), it is illegal for the owner of a vessel to "voluntarily or carelessly" permit sunken vessels or other craft to remain in navigable waters, and the owner has the duty not only to mark it until removal or abandonment, but to perform removal. If abandoned, the federal government has the power to remove it. Moreover, federal law (33 U.S.C. § 414) additionally provides that

> "[w]henever the navigation of any river * * * shall be obstructed or endangered by any sunken vessel * * * or whenever the abandonment of such obstruction can be legally established * * *, the sunken vessel * * * shall be subject to be broken up, removed, sold, or otherwise disposed of by the Secretary of the Army * * * [.]"

[It is uncertain whether the federal government has an absolute duty to remove abandoned sunken vessels under the above statutes. Some cases indicate the federal government may be liable for non-removal under certain circumstances. But resolution of that question is unnecessary.]

State law (ORS 488.650) provides that in the event of abandonment of any "boat" (which is broadly defined in ORS 488.011(2)), the sheriff must give notice to the owner, and, if no response is received, the sheriff "shall" take it into custody for disposition according to ORS 488.660 or 488.665.

Finally, Title 19 of the Portland City Code specifies that the Harbor Master has the express duty to perform inspections of navigable waters within the Portland city

limits, and that he must give notice to the owner of any "wreck, uncontrolled vessel, obstructing material or structure" (§ 19.16.080) to either mark the obstruction or remove it; if it is not removed, the Harbor Master may (after approval of the Mayor and the City Council) remove it (id.).

It is not clear which of the above governmental entities has the paramount duty to remove obstructions or sunken vessels from the Willamette (despite broad statements by the Supreme Court that "[t]he Federal Government is charged with insuring that navigable waterways, like any other routes of commerce over which it has assumed control, remain free of obstruction" (Wyandotte Transportation Co. v. United States, 389 U.S. 191, 201, 88 S.Ct. 379, 19 L.Ed.2d 407, 415 (1967)), and despite gratuitous comments such as found in Hosford Transportation Co. v. Portland, 70 Or 366, 141 P 1016 (1914): "It [i.e., the City] is under no obligation to keep a navigable river within its territory free from obstructions." 70 Or at 369 (dictum)), yet what does appear fairly clear is that a mere adjacent landowner bears no duty or obligation (derived solely from that status) to remove sunken vessels or other obstructions to navigation, as long as the landowner has not caused the obstruction. No case has been found where liability was imposed on anyone simply by virtue of ownership of adjacent land, without any conduct or act relating to the existence of a navigation hazard.

One final comment: ORS 780.010 grants to "[a]ny person, association, or corporation" the right to enter any river to (among other things) remove "all other obstructions to navigation." This statute has been neither cited nor construed in any reported case, and it is not certain whether the intent underlying the statute was that it merely supplement other existing laws or whether it is to apply only to those situations where the obstruction is something other than the property of another. Also, removal of obstructions under ORS 780.010 is apparently at the expense of the remover, and the statute does not grant any privilege against subsequent liability of the remover in case of injury or damage to property of others arising from the attempted removal.

In summation, the duty to remove the barges is not that of PDC but is that of the federal, state, or city government; I would suggest that PDC contact all three with a request that

one of them remove the barges. By contacting the above agencies, at least PDC will alleviate any later charge that it failed to report potential navigational hazards. [Once put on notice as to the barges' potential hazard, it would surely seem that at least one of the above agencies would arrange for removal.]

No lease is necessary or advisable under ORS 274.040 (pertaining to leases of submerged and submersible of lands) unless PDC has a proposed use of the submerged or submersible land. The only thing that would accomplish would be to expose PDC to liability based upon its having voluntarily exerted control over the barges. I suppose if PDC feels comfortable doing so, so be it. Even so, the mere leasing of submerged or submersible land would not exonerate PDC from potential liability for damage or destruction to the barges upon removal.

2. PDC HAS CERTAIN LIMITED OBLIGATIONS TO REDUCE POTENTIAL DANGERS TO CHILDREN ARISING FROM THE EXISTENCE OF THE BARGES.

I have ascertained from Stan that the children who are reported to have been playing on the barges have obtained access by swimming to the barges from the Scritsmier property (now owned by PDC). This is apparently in disregard for signs that PDC has placed on the property. There is no indication that that the children are gaining access to the barges by way of boat.

Broadly stated, anyone entering on the land of another without a privilege to do so is a trespasser (see, Rich v. Tite-Knot Pine Mill, 245 Or 185, 191, 421 P2d 370 (1966)), and there is generally no duty owed by the landowner to a trespasser other than to avoid inflicting wilful or wanton injury. See, Hansen v. Cohen, 203 Or 157, 161, 276 P2d 391, 278 P2d 898 (1955); and Denton v. L.W. Vail Co., Inc., 23 Or App 28, 35, 541 P2d 511 (1975). See also, Restatement of Torts (2d), § 333 (stating that with certain exceptions, a possessor of land is not liable to trespassers for physical harm caused by the failure to exercise reasonable care either to put the land in a condition reasonably safe or to carry on activities so as not to endanger trespassers).

The only possible exception to § 333 (supra) applicable in this case is that contained in § 339 of the Restatement, commonly known as the "attractive nuisance" doctrine. The contents of § 339 were expressly adopted in Oregon in Pocholec v. Giustina, 224 Or 245, 252, 355 P2d 1104 (1960), with reaffirmation in Bosin v. Oak Lodge Sanitary District No. 1, 251 Or 554, 561, 447 P2d 285 (1968), and Loney v. McPhillips, 268 Or 378, 380, 521 P2d 340 (1974).

The essence of this doctrine is that a possessor of land may be liable for injuries to "children" (who are not defined in terms of age) caused by a condition on the land if: (1) the condition is one upon which the possessor knows or has to reason to know that trespass is likely, (2) the condition is one which the possessor has reason to know (and realizes) involves an unreasonable risk of harm, (3) the child's youth prevents him or her from discovering the harmful condition, (4) the utility of maintaining the condition and the burden of eliminating the danger are slight compared to the risk involved, and (5) the possessor of the land fails to exercise reasonable care in eliminating the danger and protecting the children.

In PDC's case, this rule is not strictly applicable by its terms since PDC possesses neither the barges nor that portion of the river in which they rest. But the fluid nature of tort liability is often not constrained by technical limitations.

In PDC's particular case, the land itself contains no dangerous condition nor is it used in a hazardous manner, but the land is used as access to a dangerous condition. It would not seem unreasonable for a trier of fact to conclude that the mere existence of access under these circumstances is a condition sufficient to impose liability under the "attractive nuisance" doctrine (where, of course, all other elements are satisfied). However, the concern with that is tempered considerably by the Supreme Court's holding in Loney v. McPhillips, supra, that there is a significant legal distinction (for purposes of applying the "attractive nuisance" doctrine under § 339) between natural conditions and artificial conditions of land (268 Or at 384); the Court expressly held that the "attractive nuisance" doctrine is inapplicable to purely natural conditions on land, basing its holding on a policy decision to the effect that it should not be the purpose of tort law to force landowners to

develop undeveloped land simply for the purpose of removing a natural hazard.

Based on the foregoing, there is small (if any) possibility of liability to PDC in its status as a landowner who adjoins (and whose land provides access to) a potentially dangerous offshore condition. Not only has the Supreme Court expressly limited the "attractive nuisance" doctrine to artificial conditions on land, but the conditions that are dangerous are not even on PDC's land.

To the extent, however, that it could be argued that the dangerous condition is merely the availability of access, and to the extent that PDC is aware of trespassers swimming out to the barges, I think it would be prudent to advise PDC to continue maintenance of the "no trespassing" and other warning signs which, according to Stan Jones, are currently on the property.

BLA/jh

Oregon
Film
Partners

Charles Jennings
Doug Hobart
Mark Hatfield, Jr.

cc: LLD
LMB
JG
S. Napier

September 26, 1988

Patrick L. LaCrosse
Executive Director
Portland Evelopment Commission
1120 SW Fifth Avenue
Portland, Oregon 97204

Dear Pat:

We spoke with John Gray after I talked to you on Friday, and he would like to meet again with us early Tuesday morning to finalize our agreement. As you have no doubt observed from his letter, our agreement with John is tied rather closely to your ability to meet the conditions outlined in his letter.

Would it be possible for you or someone in your organization to get back to me sometime today regarding your response (in general) to his letter? We are trying very hard to close before October 1, especially in light of the glare of publicity that is likely to shine upon both of us come the first of next week.

I also believe I may be able to clarify several potentially troublesome points in the letter, so have someone give me a call if you can. Scott Napier is out of the office this week, or I would be taking this up with him directly.

Best Regards,

Charles Jennings
Partner

333 SW Fifth Avenue, Suite 504, Portland, Oregon 97204 (503) 243-3266

GRAYCO RESOURCES, INC.
SUITE 200 THE WATER TOWER BUILDING
5331 S.W. MACADAM AVENUE
PORTLAND, OR 97201
(503) 228-9431

September 21, 1988

Mr. Michael Powers
(b) (6)
Portland, Oregon 97211

Dear Mike:

Subject: St. Johns Film Park, Inc.

I continue to have sincere interest in the overall project. My reasons: make it happen; give organizers a business opportunity and future wealth; bring a new business base to Oregon; and make a reasonable profit for the risk I take over the time period I am involved.

My prime role would be to serve as a financing and development vehicle for the land and buildings and as a very short-term "bridge" lender to aid the operating company to get formed and obtain permanent equity. Various options will enable the operating company to buy my interests at predetermined costs if they can finance it and relieve me of any ongoing responsibilities such as guarantees, etc. My interest is in not holding the property for a long period--hopefully, no longer than five years.

I or my in this case means Gray, Grayco Resources, Inc. and or a new company or subsidiary to be called St. Johns Film Park, Inc. Until legal documents are finalized we will use the term "Grayco."

Funds which I advance which are allocated to the business of the operating company will be structured as interest-bearing loans at 12%, payable upon obtaining equity capital. At my option these loans can be converted into stock equity of the operating company on the basis of the per share price paid by the cash equity investors less 25%.

I will agree to the following funding, conditioned on all contents of this letter:

Timing	What	$	Allocation: Land Co.	Allocation: Operating Company
Nov. 1	PDC option	25,000	100%	

In addition I obviously would fund consulting development services at appropriate times for master plan revisions, schematic building plans, soil and other consultants, and working drawings. I would also fund the land purchase and all building construction.

Everyone should keep in mind that all public improvements, low-cost loans, property tax freezing, etc. are passed on to the operating company in the form of lower rent base and ultimately to them if they buy. I gain from only if the operating company does not buy all the land from me and if that land is used for other purposes.

Key events which have to happen to trigger the funding are:

1. We reach a signed letter of agreement
2. Redo PDC timetable and modify certain parts of the agreement to reflect changed conditions and certain development constraints.
3. Start the noise consultant and get results before PDC deposit and before paying Mr. So.

The PDC document to be revised to reflect at least these points:

1. Assignment of option to Grayco
2. Option payable Nov. 1 and purchase by March 15, 1989.

3. Reinstitute par. (5) (d) of July 20 memo or similar protection if have delays beyond our control.

4. Contamination and history sign-off by PDC by October 15. All, if any, contamination clean-up, at expense of PDC. User must have clean bill of health.

5. $25,000 deposit refundable if following events or conditions not in place:

   a. All public improvements such as Edgewater Street widening and improvement, water, power, sewer, etc. defined, specified and future construction funded by binding agreement.

   b. Design of Greenway path defined, specified, approved and funded by binding agreement to include river bank improvement.

      (1) Path must be kept below the top bank line at least 10' for property security and visual noninterference of filming activities.

      (2) Greenway requirements negotiated and signed off so that buildings on property are not impacted by design and cost considerations, especially in the narrow areas of the property.

   c. Decision made re removal of old piling and abandoned barge--if removed, public funding in place to do so.

   d. Removal of all abandoned structures, paving and footings on the site by public funding or a deduct from PDC sales price. Buyer willing to do if funding available--either before or after closing.

   e. Firm letter from Governor or Economic Development Commission stating that permanent mortgage financing will be available at competitive rates from one of the State funds in event mortgage money not available from commercial sources. My concern here is the specialized function and the possibility commercial lenders may ask too much or lend too little, thus forcing up the costs of the operating company.

f. Oregon Film Partners have funded their operating company with a minimum of $500,000 in cash equity; at least must be paid in and the balance on firm stock subscription agreements from responsible investors. Hopefully, much more can be raised.

g. Public funding of Oregon Film Partners operating company defined and guaranteed--grants, lo-cost loans, etc.

h. Letters of intent from all prospective sub-tenants confirming square footage desired, price range, special requirements, parking needs, truck access needs, outdoor storage, etc.

i. Other contingencies that make sense to all three parties--PDC, Grayco and Oregon Film Partners.

Upon agreement with PDC, funding as outlined and planning will start. No working drawings will start until funding of the operating company is in place so that we know we have a viable Master Tenant. Master planning will go on in the interim. Oregon Film Partners and PDC will be expected to carry the major load in obtaining and defining all public assistance and funding.

The basic rental will be as outlined in my September 12 letter except that the rate will be based on a 2% spread over my borrowing cost from 1st Interstate, adjusted quarterly.

I am prepared to offer 3 options to the Oregon Film Partners and/or their operating company:

1. The newly formed company in 1989 (before construction starts) can buy me out for my invested/advanced costs plus 25%, provided we stay in and manage the construction project for a 5% development fee. They would arrange the necessary equity and financing.

2. Option to buy buildings and land from me end of any calendar year at my original hard and soft cost plus 5% per year compounded. They assume all financial obligations.

3. After 5 years, right of 1st refusal for next 5 years. Nothing beyond.

4. Option 2 and 3 above would be lost if miss any monthly rent payments and not brought current within 30 days.

The development team will probably be the current architects plus Ankrom, Moison Associated Architects with Walsh Construction Company as the contractor.

You may show this letter to officials at PDC and elsewhere. In the short time I've had to draft this, there are probably some oversights, but this contains the basic thoughts. I'll be glad to discuss it further.

Sincerely,

John D. Gray

October 11, 1989

The Honorable Neil Goldschmidt
Governor of Oregon
State Capitol
Salem, OR 97310

Dear Neil:

Herewith an economic and cultural opportunity for the State of Oregon for which I am seeking your official endorsement and the State's financial participation.

Aware of your interest in encouraging the growth of the motion picture industry in Oregon, I have reviewed "Action! Oregon - the Plan for Film & Video" and spoken with Karen Runkel of the Film and Video Division of the Economic Development Department and Doug Butler of the Portland Development Commission, Director of the Oregon Film & Video Task Force.

I exclusively represent to you the holders of all world-wide rights to the classic Christmas story, The Cinnamon Bear. Please review the enclosed synopsis of the story history and proposed activity.

I have encouraged my client to produce the motion picture (as well as ancillary products, as possible) in Oregon, partly because of the historic identity of the story in this State. For the film alone, 60%, or $3 million, of the projected $5 million production budget can be spent in Oregon. The "Action! Oregon" report predicts a 3:1 multiplier, or $9 million direct economic benefit to the State.

Your hands-on guidance to secure this project is essential. In addition to a co-operative effort by the various State administrative parties, a hard-dollar contingent investment commitment by the State will go a long way to encouraging major commercial investment in the entire industry of The Cinnamon Bear which in turn can provide additional direct economic benefit to the citizens of Oregon.

We are not looking for front-money here, but rather a participation by the State, subject to full and satisfactory private funding by others, for direct short and long-term economic benefit. Oregon's position will be enhanced in that such a commitment can qualify for return from all segments of the project, not just the film production, and on a forecasted repeat market given the seasonal nature of the original story.

Please advise how to proceed. My personal best wishes to you.

Sincerely,

Edgar T. Numrich

ETN:e
Enclosure

OK for signature.
DEB
LD
PERMITS CURRENT PLAN
DOESN'T REQUIRE ANYTHING
NO PROBLEM EVEN IF PROJECT DOES NOT PROCEED
Return TO(SML CONCURS)
BLS

REGON
JDITOR

Barbara Clark, CPA, Auditor
1220 S.W. 5th, Rm. 202
Portland, Oregon 97204

May 31, 1989

File No. GP 8-89

RECEIVED
JUN 01 1989
Portland Development Commission

City of Portland
Portland Development Commission
Pat LaCrosse, Executive Director
1120 SW Fifth Avenue
Portland, OR 97204

Dear Mr. LaCrosse:

Enclosed is a copy of the decision on GP 8-89 approving Greenway Review for construction of a film studio on a vacant, 24-acre site located on the east side of the Willamette River in north Portland between N. Richmond and N. Edgewater Boulevards on Tax Lots 39, 40, 41, 99, and 124, Section 12, T1N, R1W, subject to conditions A through J.

To comply with the Planning and Zoning Code, please have the proper official sign and return the enclosed acceptance in the envelope provided. The action is null and void if acceptance is not received by July 31, 1989.

Yours very truly,

Mary Nolan

Deputy City Auditor

MN:cjw
Enclosures
7839C

ACCEPTANCE

May 31, 1989

Auditor of the City of Portland
Room 202, City Hall
Portland, Oregon 97204

This is to advise the City of Portland, Oregon, that I hereby accept the terms and provisions of GP 8-89 approving Greenway Review for construction of a film studio on a vacant, 24-acre site located on the east side of the Willamette River in north Portland between N. Richmond and N. Edgewater Boulevards on Tax Lots 39, 40, 41, 99, and 124, Section 12, T1N, R1W, subject to conditions A through J,

and in consideration of the benefits to be received thereunder by me I hereby agree to abide by and perform each and all of the terms and provisions thereof applicable to me.

Very truly yours,

CITY OF PORTLAND
PORTLAND DEVELOPMENT COMMISSION

Signature: _____ for

Title: Patrick L. LaCrosse, Executive Director

Address: 1120 SW Fifth Avenue
Portland, OR 97204

7/5/89

Approved as to form:

_____
City Attorney

*When an acceptance is signed by an officer of a firm or corporation, his or her official title must be stated.

CITY OF
PORTLAND, OREGON
BUREAU OF PLANNING

Earl Blumenauer, Commissioner
Norman A. Abbott, AICP, Director
1120 S.W. 5th, Room 1002
Portland, Oregon 97204-1966
(503) 796-7700

Current Planning | Housing | Long Range Planning and Urban Design | Land Use Permits

NOTIFICATION OF ADMINISTRATIVE ACTION ON GREENWAY PERMIT (Type II Review)

To: City Auditor/Bureau of Buildings/Permit Center/Applicant/Owner(s)

From: Director of Planning, Bureau of Planning

Subject:

File Number: GP 8-89

Applicant: Grayco Resources, Inc. (Optional Purchaser)
Edward L. Allis, President
#200 The Water Tower
5331 SW Macadam Avenue
Portland, OR 97201

Owner: City of Portland (Deedholder)
(Portland Development Commission)
Pat Lacrosse, Executive Director
1120 SW Fifth Avenue
Portland, OR 97204

Land-Use Review: Greenway Review

Location: Along the east side of the Willamette River between N. Richmond and N. Edgewater Boulevards

Neighborhood: North Portland Citizens Committee

Legal Description: Tax Lots 39, 40, 41, 99, and 124, Section 12, T1N, R1W

Quarter Section: 2222

Zones/Designations: M2*, General Manufacturing with some commercial and residential activities allowed; rd, River Development, Willamette River Greenway, Overlay Zone.

Description of Plan: The applicant is proposing to construct a film studio on a vacant, 24-acre site located on the east side of the Willamette River in north Portland. The proposal includes:

- Approximately 123,500 square feet of offices, restaurant space, sound stages and related structures during phase one.
- Approximately 75,000 square feet of sound stages and offices during phase two.
- A 10- to 12-slip boat dock.
- Improvements to the Greenway including a Greenway trail, two public viewpoints, and landscaping.
- Provision of necessary utilities including a sewer pump station.
- Creation of a road system to provide a connection between North Edgewater and North Richmond boulevards.

Action: Administrative approval of a Greenway permit to develop a film park, with the following conditions:

A. Signs directing the public to the Greenway trail shall be placed at the intersections of N. Willamette Boulevard and N. Edgewater and N. Willamette Boulevard and N. Richmond and along the proposed right-of-way to direct pedestrian and bicycle traffic to the Greenway trail and public viewpoints. The signs shall conform with the city's design guidelines for Greenway signs.

B. The boat dock shall be a maximum of 12 slips, four of which shall be available for public tie-ups.

C. The Greenway trail, public viewpoints, landscaping and other public amenities shall be developed as proposed on the site plan in accordance with the Willamette River Greenway development regulations. All Greenway trail and landscaping plans shall be submitted for review and approved by the Bureau of Planning for compliance prior to issuance of the building permit.

D. Bollards shall be placed at the point where the trail narrows from 12 feet to six feet to prevent access to bicyclists which may result in conflicts between pedestrians and bicyclists. A bicycle rack shall be placed at this location to enable bicyclists to park

their bikes and to walk to the viewpoint overlooking the cove.

E. Plans for the security fence, retaining wall, and/or other measures proposed to secure the film studio site from the public shall be submitted for review and approval to the Bureau of Planning prior to issuance of a building permit to ensure that they are compatible with the pedestrian environment.

F. Street trees shall be planted in accordance with the recommendations of the City Forester.

G. Transportation-related improvements shall be constructed in conformance with the requirements of the Office of Transportation.

H. All federal and state permits must be obtained prior to issuance of a building permit.

I. Permittee(s) must comply with the provisions of the Municipal Code of the City of Portland, and all other applicable ordinances, provisions and regulations of the city

J. A building permit or an occupancy permit must be obtained from the Bureau of Buildings at the Permit Application Center on the first floor of the Portland Building, 1120 SW Fifth Avenue, Portland, Oregon 97204, 796-7310, before carrying out this project, in order to assure that all conditions imposed here and all requirements of the pertinent building codes are met.

Decision Rendered By Douglas J Warren on May 22, 1989

Application Filed: April 11, 1989 Decision Filed: May 24, 1989

AN APPROVED DECISION MUST BE ACCEPTED AND RECORDED WITH THE COUNTY DEED RECORDS WITHIN 60 DAYS AFTER THE AUDITOR HAS MAILED THE REQUEST FOR ACCEPTANCE. THE OWNER AND APPLICANT, IF DIFFERENT, MUST SIGN AN ACCEPTANCE FORM, AND A RECORDING FEE MUST BE PAID OR THE APPROVAL WILL BE NULL AND VOID. FOLLOW INSTRUCTIONS YOU WILL RECEIVE FROM THE OFFICE OF THE CITY AUDITOR. APPROVAL TERMINATES THREE YEARS AFTER IT IS ACCEPTED AND RECORDED IF NO BUILDING PERMIT WAS ISSUED, THE APPROVED ACTIVITY HAS NOT COMMENCED, OR THE LAND DIVISION WAS NOT RECORDED (33.215.180). NO EXTENSION IS ALLOWED.

R.McArthur-Phillips/me
(ME Disk 1)

PORTLAND DEVELOPMENT COMMISSION

MEMORANDUM

Date October 18, 1983

TO: SCP/DCM

FROM: NDF

SUBJECT: St. Johns - Leasing State Submerged Land & Feasibility/Cost of Filling Cove

Contact: Boston White
Waterway Leasing
Division of State Lands
503/378-3805

Lease Term: Flexible and entirely negotiable year to year if desired but feel it is in their best interest to go 10, 20 or even 30 years (with three year adjustments).

Lease Price: Based on 6% of the per acre value (fair market/appraised) of the adjacent uphill property times the number of submerged acres leased by adjacent property owner. Mr. White said a recent study by economic consultant recommended no increase in leasing rate for industrial/water dependent users, therefore, he does not see adjustment in near future.

Example: Adjacent land value determined at $65,000/acre x .06 = $3,900 x 3.44 submerged acres = $13,416 Year Lease Rate

How Acreage Amount is Determined: Only that portion of submerged land which is actually improved and utilized need be included in lease.

Example: Dock facilities built 75 feet out into water and 2,000 feet in length would equal 150,000 square feet or 3.444 acres.

Process for Filling Lagoon: Based on conversations with Mead Lofnand, Transco would want to fill the entire existing lagoon area from property's 200 foot depth at Tyler Avenue, across lagoon and as close to harbor line as allowable. A guestimate of the land area would be 8-10 acres.

Mr. White believes that 8-10 acres on this site would not present a long or highly controversial process, judging from fill permits ranging from 1 to 40 acres granted over the past year (in the St. Johns/Swan Island vicinity). With City of Portland and local legislative support (which is weighed heavily in decision process), he feels it is reasonable to anticipate 90-120 days from receipt of application to issuance of permit.

PDC would file simultaneous applications with both Land Use Board and Corps of Engineers, however, the Land Use Board handles the entire process and makes the determination by which the Corps would then act on our application.

Filled land must be offered for sale to adjacent property user. There can be any number of ways to determine value/price and this is subject to negotiation. The easiest method to determine cost is to establish a pre-filled value per acre, whereupon the cost of filling is deducted, thus netting our price per acre. Because it is in the State's interest, filling cost is closely monitored by Land Use Board and they will coordinate and expedite (through the Corps and other sources) the filling process and materials.

In addition, value of the submerged land can be determined upon issuance of permit or upon completion of filling process. The State allows one full year from the date of fill completion in which to consummate purchase of the subject property.

In summary, Mr. White believes a fill permit in the area of the St. Johns site assisting a water dependent industrial user would be the easiest to obtain. This area is classified, to some degree, as biologically dead. Strong political support would tend to counter balance possible protests from local environmental groups. A permit was recently issued to Bird & Son to fill approximately 2 acres directly across from the St. Johns site with no protest. It appears we would have an advocate for this project in Boston White and with the State Land Use Board, in general. Since the permit approval document is signed by the governor, pre-application briefing and support of the governor, Port of Portland, and Economic Development Department would certainly be to our advantage.

NDF:eb

MEMORANDUM

November 21, 1988

TO: St. Johns File

FROM: DEB

SUBJECT: Division of State Lands (DSL)

The following information was obtained in a telephone conversation with Tammy Burnett of the Division of State Lands (1-378-3805) on the above date. She will be sending more detailed information in the mail tomorrow.

1. DSL owns the land to the ordinary low water land. The adjacent upland property owner has the first right of refusal for leasing this land and must respond within 14 days of being notified of anyone else's interest. DSL will accept bids if other than the adjacent property owner is interested in leasing the property. Because of the complications of leasing the property, it is most common for non-adjacent property owners to sublease or obtain leasing rights from the adjacent property owner through assignment.

2. DSL leases are at a rate of $427/year for the first acre or portion of an acre. Each additional acre is $256. This rate is adjusted by the Portland area CPI annually. Small facilities (e.g., a commercial marina of less than 2,250 sq. ft. or a private marina of less than 1,000 sq. ft.) require no leases.

3. Fill or construction on the submerged lands requires all of the necessary local approvals plus a joint DSL/Corps of Engineers application. DSL basically monitors this process but does not typically take a lead role.

4. DSL has asked the Attorney General to make a ruling about its responsibility for removing abandoned pilings, barges, etc. on submerged lands and has not removed any to date. Tammy will get further information before she's gives an answer on this question. (There are no formal procedures at this point for adjacent property owners to remove these structures particularly since all of them fall outside of the harbor line in this particular case.)

cc: LLD
Nick Allis, Grayco Resources, Inc.

December 2, 1988

PORTLAND
DEVELOPMENT
COMMISSION

Patrick L. LaCrosse
Executive Director

Commissioners
Harry L. Demorest
Barbara M. Karmel
Neil Kelly
C. Douglas McGregor
Carl Talton

Mr. Edward L. Allis
President
Grayco Resources, Inc.
#200 The Water Tower
5331 SW Macadam Ave.
Portland, Oregon 97201

Re: St. Johns Communications Park
Background on Filling the Cove

Dear Nick:

During our programming meeting the other day, there was some discussion about whether it would be feasible to consider filling the cove with dredge tailings at some time in the future as a means of creating additional land for expansion of the Communications Park. I have not done any new research on this subject but thought you would find the attached memorandum on this subject useful. Although this memo is 5 years old, I think most of the assumptions are still valid. Based on experience, however, I think we would both be more concerned about the reaction of the neighborhood and environmental groups than the author of the memo seemed to be.

On a related subject, I checked to see if there was any significance to the having the dredge pipes (don't know the proper name) anchored in the cove. Apparently, the cove is one of the few protected areas along that section of the river and dredging equipment, log rafts, barges, etc. are temporarily anchored there from time to time. There are no fill permits or leases for the cove area and we therefore don't feel that there is anything to be concerned about.

I hope this information is useful to you and please feel free to give me a call if I can be of further service to you.

Sincerely,

Douglas E. Butler

cc: L. Dully, PDC

1120 SW Fifth Avenue Portland, Oregon 97204 (503) 796-5300 Telex 7051321 PORTDEV PTL UD

PORTLAND
DEVELOPMENT
COMMISSION

Patrick L. LaCrosse
Executive Director

Commissioners
Harry L. Demorest
Neil Kelly
Robert D. McCracken
C. Douglas McGregor
Carl Talton

June 30, 1989

FOR IMMEDIATE RELEASE

PDC EXTENDS JUNE 30 CLOSING FOR SALE OF ST. JOHNS RIVERFRONT PROPERTY TO GRAYCO RESOURCES INC. FOR DEVELOPMENT OF A COMMUNICATIONS PARK

The Portland Development Commission (PDC) has granted Grayco Resources, Inc.'s, request for a two-month extension on their option to purchase 24-acres of riverfront property in St. Johns to develop a multi-million dollar film studio.

Grayco Resources, Inc., headed by local developer John Gray, signed an earnest money agreement in November 1988 to purchase the St. Johns property from PDC for approximately $1 million.

Grayco planned to purchase the land, develop the St. Johns Communications Park for approximately $11 million and then lease the facilities to a film production company.

PDC's agreement with Grayco called for a June 30, 1989, closing on the sale of the property. PDC has extended the date for closing to August 31, 1989. If Grayco does not close on the sale by August 31, then PDC will re-market the property through Scott Napier of Cushman & Wakefield of Oregon, Inc.

Since November 1988, Grayco has invested over $300,000 in the site for a master plan, building designs, site engineering and tests which showed that the property meets the necessary soils and vibration standards for a film production facility.

"Grayco is eager to move ahead with the St. Johns Communications Park and is working hard to reach agreement with a lessee for the film studios,"

— more —

according to Grayco's President Nick Allis. "We've been impressed with the strong support of the St. Johns community, the Portland Development Commission, the Bureau of Transportation, the Oregon Economic Development Department and the Governor's office to deliver this important economic development project."

The North Portland Enhancement Committee voted in Fall 1988 to commit up to $500,000 to the Communications Park project from the St. Johns Rehabilitation and Enhancement Fund. The money would be used for greenway improvements and establishment of a program to train area residents for jobs in the film industry.

Upon successful completion of the St. Johns property sale, PDC will consider using $500,000 in redevelopment funds for infrastructure improvements to the site, such as extending utilities and improving roads. The City of Portland has also applied to the State of Oregon for $1 million of funding from the Oregon Lottery through the Special Public Works Fund.

###

For more information, contact:

Cindy Roach, PDC, 796-5241

ST. JOHNS REVIEW

85TH YEAR — 35TH ISSUE
12 PAGES — 25 CENTS

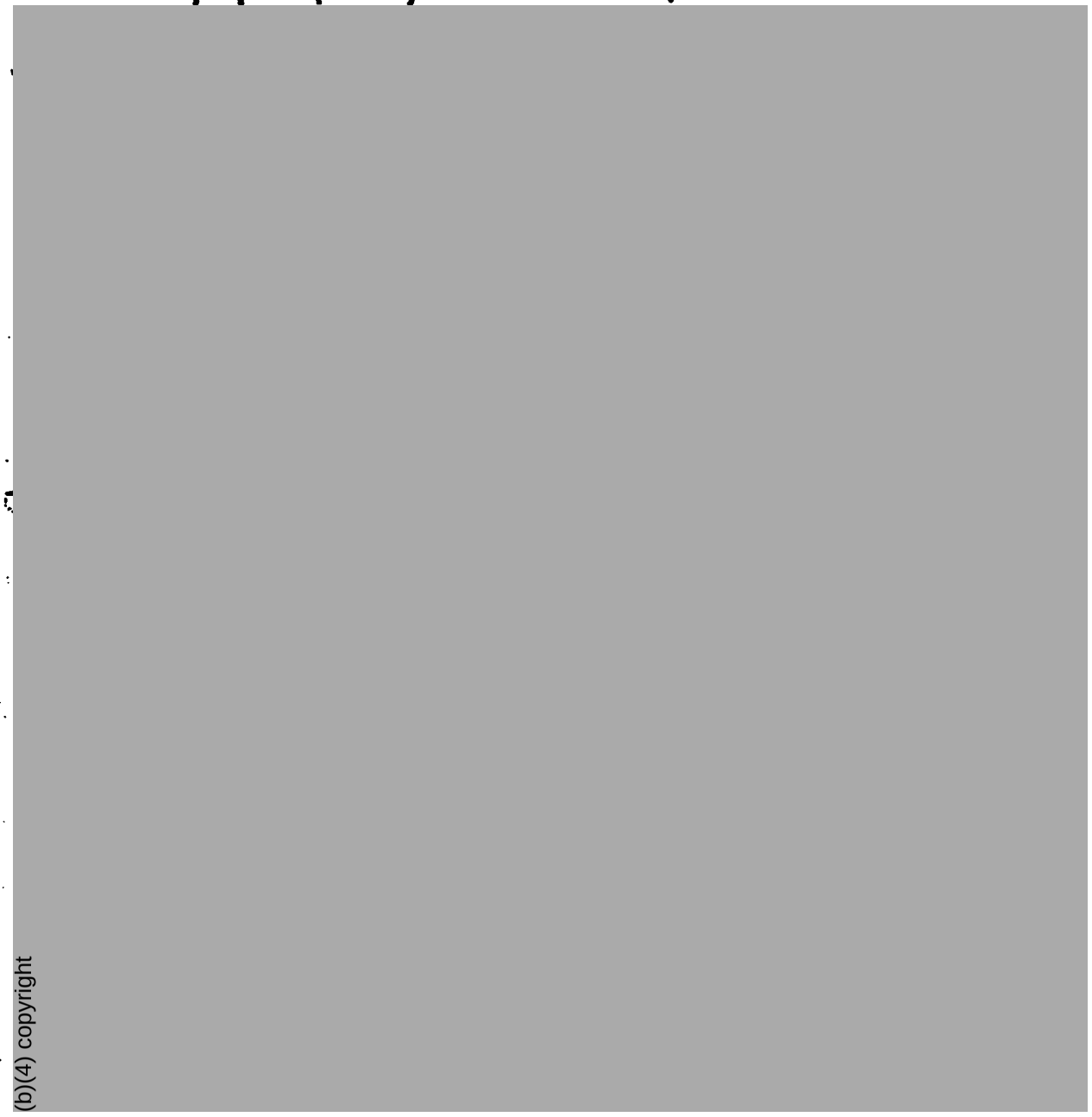
Portland's oldest community newspaper

PORTLAND, OREGON, THURSDAY, JULY 6, 1989

Serving N

PDC gives studio project 60 days to buy property

Studio: Project delays are normal

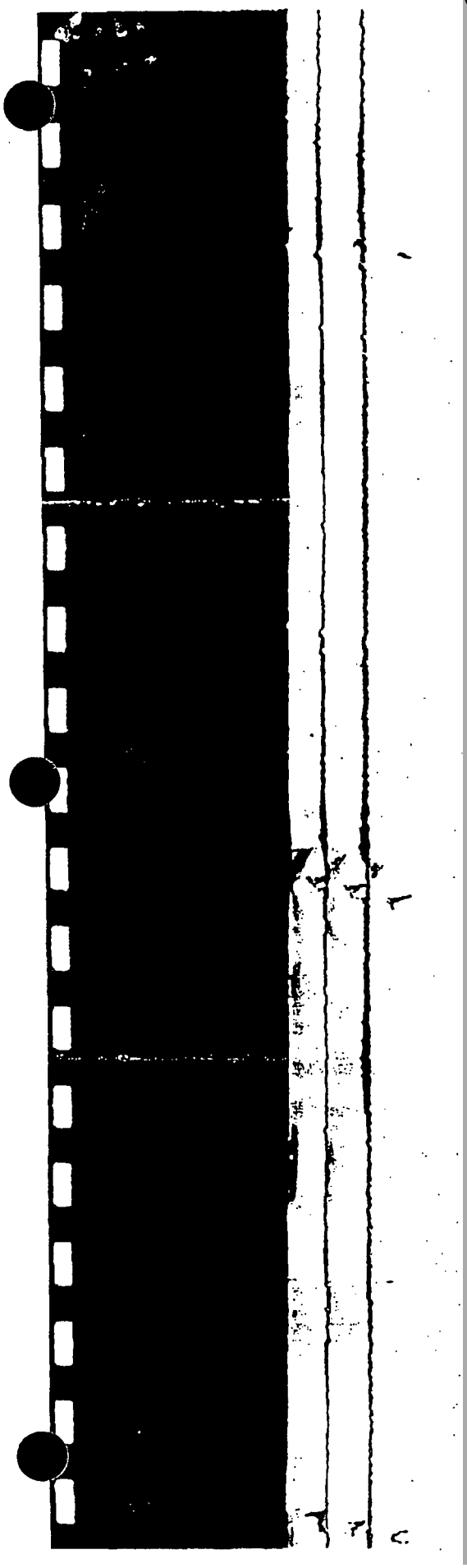


(b)(4) copyright

Retired Cole & Weber Chairman Hal Neusom spent 31 years with the agency.

Oregon film and video studio stalls

(b)(4) copyright



(b)(4) copyright

GRAYCO RESOURCES, INC.
SUITE 200 THE WATER TOWER BUILDING
5331 S.W. MACADAM AVENUE
PORTLAND, OR 97201
(503) 228-9431, FAX (503) 228-9473

April 7, 1989

Mr. Tom Miller
Site Response Supervisor
Environmental Clean Up Division
Department of Environmental Quality
811 S. W. Sixth Avenue
Portland, Oregon 97204

Dear Mr. Miller:

Re: St. Johns Communication Park
St. Johns Riverfront Property

This office has recently completed an Environmental Site Assessment of a 26 acre parcel of land located along the Willamette River, immediately downstream of the Burlington Northern Railroad bridge. The Site Assessment, conducted by Sweet-Edwards/EMCON, Inc., did not identify any significant contamination, environmental impairment, or public health risk on site.

A petroleum product (motor oil or similar high molecular weight petroleum hydrocarbon) sheen was detected on the ground water surface in the central portion of the property. No volatile components or PCB's were detected in this product, and no floating product layer was observed in any of the boreholes.

It is our desire to proceed with the acquisition and development of this site from the Portland Development Commission. The project represents the development of an emerging industry for the State of Oregon, that is, the entire motion picture, television and video production industry. Oregon is developing a reputation in the communication's industry, particularly motion picture and television, as a good place to do business, and an alternative to the high production cost markets of Southern California. Governor Goldshmidt has been highly supportive of the industry and this project, having recently returned from a trade mission to Southern California last week promoting this project to the production community.

The entire project represents a large financial commitment on our part, with significant risks needed to be taken that will make the project become a reality and provide an opportunity for the industry to grow in our state and provide hundreds of new job opportunities. Thus, before moving too much farther ahead, we would like to receive written notification from the Department that the Environmental Assessment was adequate and that no additional site characterization or containment clean up is required.

I am enclosing for your review and information a copy of the Sweet-Edwards/EMCON, Inc. report. Please let me know at your earliest convenience, what, if any, additional information you may need, or what other requirements your office may have for conducting this type of site review.

I appreciate your assistance and look forward to your response in order that we may continue with development on what is a rapidly growing industry for the State of Oregon.

Sincerely,

GRAYCO RESOURCES, INC.

Edward L. Allis
President

ELA/jmg
Enclosure
cc: John D. Gray
Charles Jennings
Kent Mathiot
Mike Downs (DEQ)
Ed Woods (DEQ)
Douglas E. Butler
Libby Albright

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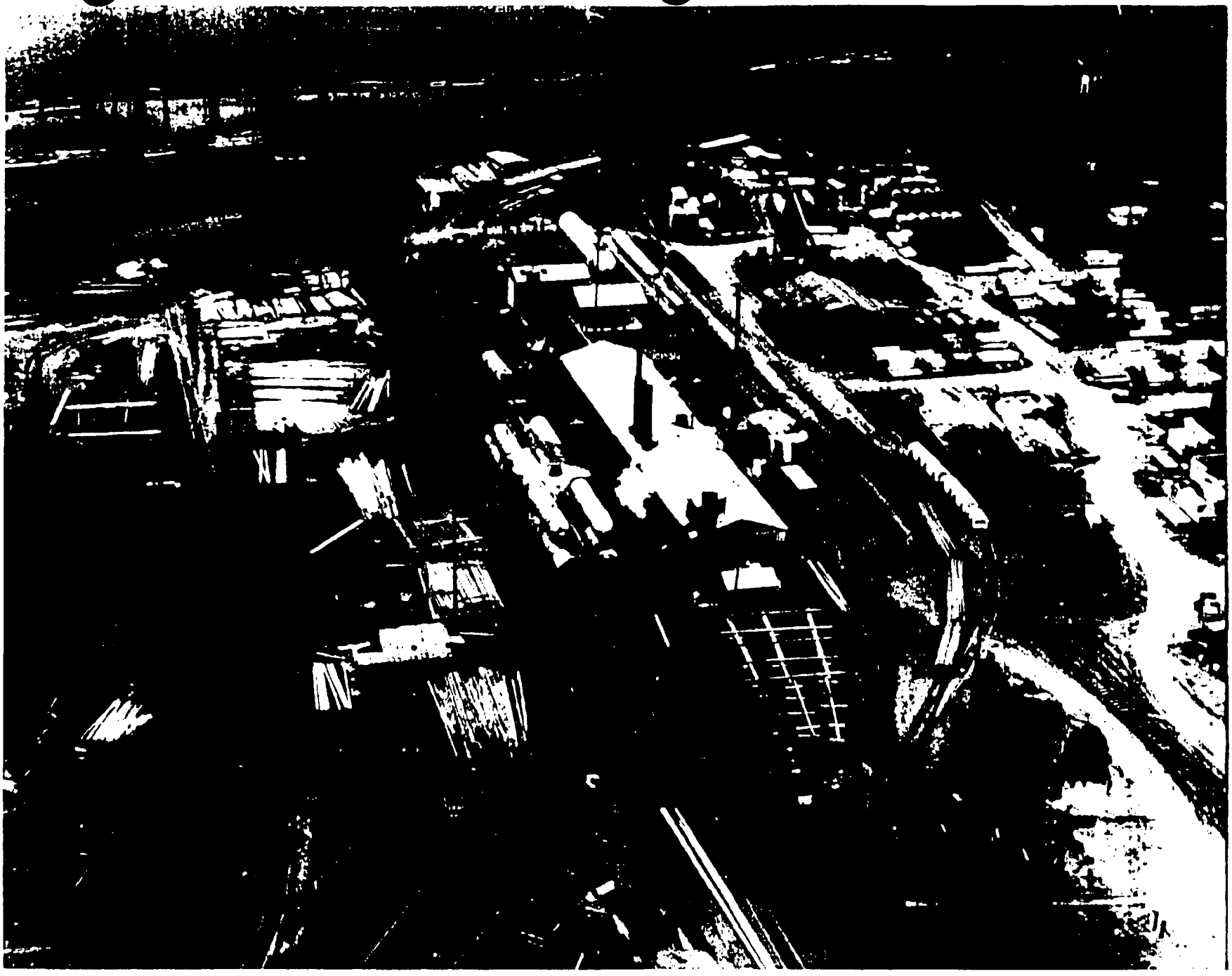

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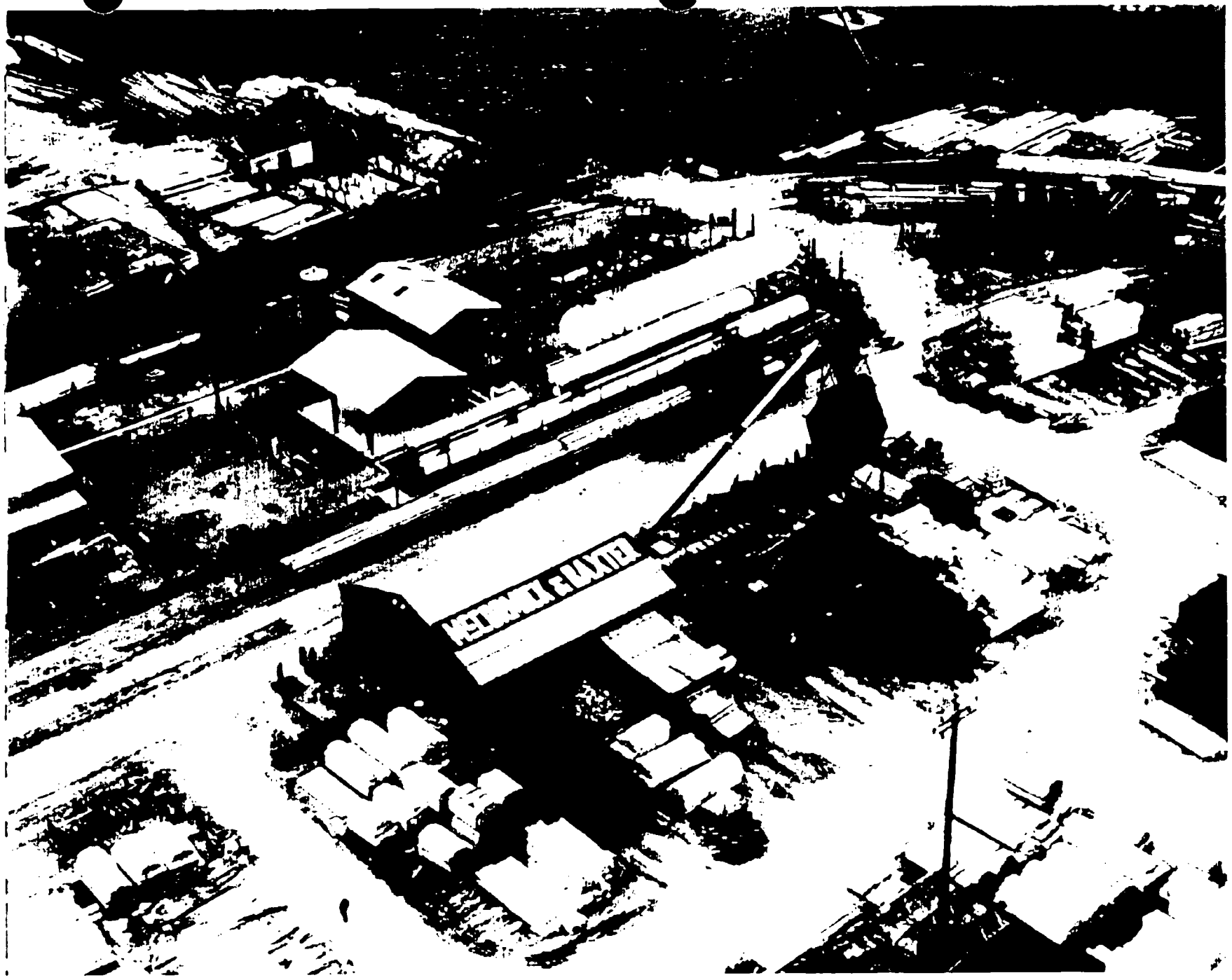

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